

Innovation Center South and the Innovation Center Station Garage

RZ 2009-HM-017

~ PROFFER STATEMENT ~

July 8, 2014

Table of Contents

	Page
CONCEPTUAL DEVELOPMENT PLAN/FINAL DEVELOPMENT PLAN	2
1. Substantial Conformance	2
2. Elements of CDP.....	2
3. Principal and Secondary Uses.....	2
4. Modifications	2
5. Maximum Density/ Bonus Density.....	2
6. Phasing	3
7. Density Credit	3
8. Fire Marshal Coordination.....	4
PERMITTED USES	4
9. Mix of Permitted Uses.	4
10. PRM “Temporary Uses” Permitted Without a Temporary Special Permit.	4
11. Festivals, Fairs or Similar Activities.....	5
12. Unmanned Freestanding Automatic Teller Machines	5
13. Retail Kiosks/Movable Carts/Mobile Vendors.....	6
14. Cellar Space	6
TRANSPORTATION.....	6
15. Grid of Streets	6
16. Rights-of-Way.....	7
17. Public Access Easements.....	8
18. Transportation Phasing	8
19. On-Site Road Improvements.....	8
20. Traffic Signals.....	12
21. Sight Lines	14
22. Route 28 Station Transportation Fund.....	14
TRANSPORTATION DEMAND MANAGEMENT (excluding Metro Station Facilities)	14
23. Dulles Area Transportation Association.....	14
24. TDM Administrative Group	14
25. Trip Reduction Objective.....	15
26. TDM Program Components.....	15
27. Process of Implementation.....	15
28. TDM Program Manager.....	15

29.	TDM Work Plan (later the “Annual Report”) and Annual Budget	15
30.	TDM Account	16
31.	TDM Remedy Fund	16
32.	TDM Incentive Fund.....	17
33.	Monitoring	17
34.	Remedies.....	17
35.	Additional Trip Counts	18
36.	Review of Trip Reduction Goals	18
37.	Continuing Implementation	18
38.	Notice to Owners	18
39.	Enforcement.....	18
	BICYCLE FACILITIES	19
40.	Bicycle Parking and Storage.....	19
41.	Bicycle Lanes.....	19
	PARKING (EXCLUDING METRO STATION FACILITIES)	19
42.	Parking Requirements.....	19
43.	On-Street Parking Spaces on the Private Drive	19
44.	Parking Restrictions	20
45.	Parking for Residential Uses.....	20
46.	Paid Parking for Non-Residential Uses	20
47.	Commercial Off-Street Parking	20
48.	Parking Controls	20
49.	Electrical Vehicle Charging Infrastructure	20
50.	Future Parking Reductions.....	21
51.	Parking During Construction	21
52.	Future Parking Rate Revisions in the Zoning Ordinance	21
	STORMWATER MANAGEMENT AND BEST MANAGEMENT PRACTICES.....	21
53.	Storm Water Management Plan.....	21
	DESIGN	23
54.	Design Guidelines	23
55.	Environmental Design Practices for Multi-Family Residential.....	23
56.	Environmental Design Practices for Non-Residential (including Office and Hotel, but excluding Metro Station Facilities).....	24
57.	Environmental Design – General (Residential and Non-Residential, but excluding Metro Station Facilities).	25

58.	Additional Design	26
59.	Signage.....	26
60.	Lighting.....	27
61.	Telecommunications Equipment	27
62.	Building Heights	27
	LANDSCAPING	27
63.	Limits of Clearing and Grading	27
64.	Landscaping	27
65.	Detailed Landscape Plans	28
66.	Alternative Planting Width Details.....	28
67.	Tree Replacement	29
68.	Open Space	29
69.	Utility Locations	29
70.	Parking Deck Landscaping and Amenities.....	29
	PARKS AND RECREATIONAL FACILITIES	29
71.	Plazas	29
72.	Metro Plaza	30
73.	Urban Park	31
74.	Pocket Park	31
75.	Plaza Phasing	31
76.	Plaza Access Management Plan.....	31
77.	Means of Enforcing Restrictions	31
78.	Other Means of Minimizing Vehicular Use of the Plazas	32
79.	Signage.....	32
80.	Communications	32
81.	Deliveries.	32
82.	Plaza Management Exceptions	32
83.	Amenities and Facilities for Residents.	33
84.	Parks Contribution	33
	SCHOOLS	33
85.	Public School Contribution.....	33
86.	Adjustments to School Contribution.....	33
	WORKFORCE HOUSING	34
87.	ADUs	34

88.	Workforce Dwelling Units (“WDUs”)	34
89.	Non-Residential Contribution for Workforce Housing	34
	NOISE ATTENUATION FOR RESIDENTIAL USES.....	34
90.	Noise Study	34
	COMMUNITY ASSOCIATION.....	35
91.	Establishment of COA	35
	MISCELLANEOUS	36
92.	Tax District Buyouts for Certain Residential Uses.....	36
93.	Severability	36
94.	Adjustment in Contribution Amounts.....	36
95.	Site Excavation and Blasting	37
96.	Construction Management	37
97.	Universal Design.....	38
98.	Zoning Administrator Consideration	38
99.	Successors and Assigns.....	38
100.	Counterparts	38

Board of Supervisors of Fairfax County;
Nugget Joint Venture, L.C.
RZ 2009-HM-017
Tax Map: 15-2((1)) Parcel 13 (pt.),
Tax Map: 15-4((5)) Parcel 5B and Parcel 5A (pt.)

PROFFER STATEMENT

July 8, 2014

Pursuant to Section 15.2-2303 (A) of the Code of Virginia (1950, as amended) ("Code of Virginia") and Section 18-204 of the Zoning Ordinance of Fairfax County (1978, as amended) ("Ordinance"), the applicant (as defined below) and title owners, for themselves and their successors and/or assigns (hereinafter collectively referred to as the "Applicant"), hereby proffer that the development of the parcels under consideration and shown on the Fairfax County 2014 Tax Maps as 15-2((1)) Parcel 13 (pt.), 15-4((5)) Parcel 5B and Parcel 5A (pt.) (collectively, the "Property") shall be in accordance with the following conditions ("Proffers") if, and only if, Rezoning/Final Development Plan Application RZ/FDP 2009-HM-017 ("Rezoning") is granted by the Board of Supervisors of Fairfax County, Virginia to the PRM District. In the event said application request is denied or the Board's approval is overturned by a court of competent jurisdiction, these proffers shall be null and void. Approval of this Rezoning application shall supersede and replace all prior approvals on the Property, and all proffers, conditions, and development plans associated therewith shall be null and void.

PREAMBLE – OVERVIEW OF PROPOSED DEVELOPMENT

Nugget Joint Venture, L.C. ("Nugget JV") is the owner of certain land located in Fairfax County, Virginia ("County"), consisting of approximately 11.65 acres and having a tax assessment number as 15-2((1)) Parcel 13 (pt.) ("Parcel 13") and 15-4((5)) Parcel 5A (pt.) ("Parcel 5A") (collectively, the "Nugget Parcel"). Fairfax County is the title owner of certain land located in the County, consisting of 3.03 acres and having a tax assessment number as 15-4((5)) Parcel 5B ("County Parcel") and has joined this application. The Nugget Parcel and the County Parcel are collectively 14.68 acres and are hereinafter referred to as the "Property." Nugget JV and the County are hereinafter referred to as the "Applicant". The Property currently consists of undeveloped land.

Phase II of the Dulles Corridor Metrorail Project contemplates that a new Metrorail station, to be named the Innovation Center Station ("Metro Station"), be constructed and placed in the median of the Dulles International Airport Access Highway/Dulles Toll Road ("Toll Road"). In connection with the construction of the Metro Station, a structured public parking garage containing approximately 2,108 spaces ("Parking Facilities"), a minimum of twenty-five (25) kiss and ride facilities ("Kiss and Ride Facilities"), four (4) bus bays ("Bus Bays"), and secure bicycle storage facilities and associated amenities for between 80 to 100 bicycles ("Bicycle Storage Facilities") will also be constructed. The Parking Facilities Kiss and Ride Facilities, Bus Bays and Bicycle Storage Facilities, together with the other elements comprising the Metro Station's Facilities are sometimes collectively referred to as the "Metro Station

Facilities.” The Metro Station Facilities will be located on the Property to serve the Metro Station and will be owned, maintained and operated by the County.

Nugget JV and the County intend to enter into an Infrastructure Development Agreement, including a Proffer Allocation Agreement, after the approval of this Application (the “Development Agreement”), pursuant to which all improvements in these Proffers will be implemented and responsibility allocated and assigned according to the Development Agreement. Whenever herein a proffer establishes an obligation that applies to a specific Land Bay, then the term “Applicant” shall mean the owner undertaking such development according to the Development Agreement.

CONCEPTUAL DEVELOPMENT PLAN/FINAL DEVELOPMENT PLAN

1. Substantial Conformance. The Property shall be developed in substantial conformance with the Conceptual Development Plan ("CDP") and Final Development Plan ("FDP") entitled “Innovation Center South and the Innovation Center Station Garage” dated August 1, 2013 and revised through April 21, 2014, prepared by Dewberry Consultants LLC, consisting of 76 sheets. The CDP and the FDP are collectively referred to in these Proffers as “CDP/FDP.”

2. Elements of CDP. Notwithstanding the fact that the CDP and FDP are presented on the same plan, the elements that are components of the CDP are limited to the points of perimeter access, the maximum number and type of dwelling units, the maximum square footage of non-residential uses, the minimum and maximum building heights, the minimum percent of open space, the location of the limits of clearing and grading, setbacks from peripheral lot lines and the general location and arrangement of the buildings and parking facilities, and only a future amendment to such elements shall require a subsequent Conceptual Development Plan Amendment (“CDPA”) or Proffered Condition Amendment (“PCA”). The Applicant reserves the right to request a Final Development Plan Amendment (“FDPA”) for elements other than CDP/FDP elements referenced above from the Planning Commission for all or a portion of the FDP in accordance with Section 16-402 of the Ordinance if such amendment is in accordance with these Proffers, as determined by the Fairfax County Zoning Administrator (“Zoning Administrator”).

3. Principal and Secondary Uses. The principal uses on the Property shall be multi-family residential dwellings and public uses, as identified on the CDP/FDP, with secondary office, hotel, retail, service and other uses, including uses listed in the CDP/FDP notes and in Proffers 9 through 14 below, and may include accessory uses and/or accessory service uses as defined in the Ordinance.

4. Modifications. Minor modifications to the CDP/FDP may be permitted pursuant to Paragraph 4 of Section 16-403 of the Ordinance.

5. Maximum Density/ Bonus Density. The maximum gross floor area (“GFA”) that may be constructed on the Property shall be 1,646,041 square feet, which is inclusive of potential bonus density associated with providing affordable or workforce housing. The Applicant reserves the right to construct a lesser amount of GFA. Any bonus density associated with the

provision of affordable or workforce dwelling units in accordance with Proffers 87 and 88 may be allocated to any use category, and, may be allocated to any building, subject to the Maximum Zoning Height (as defined in Proffer 62). GFA may be shifted among any of the buildings provided the maximum height shown for each building is not exceeded, the minimum height for each building is not reduced, the overall urban form and building type shown on the CDP/FDP are maintained, and such adjustments are consistent with these Proffers. The minimum and maximum building gross floor areas and building heights (stories) are stated on the Estimated Building Gross Floor Area Chart on Sheet A-100.

6. Phasing. The proposed development includes seven (7) buildings and the Metro Station Facilities structure (Building C1) in four (4) Land Bays (A, B, C and D), which are identified on the CDP/FDP as Buildings A1, A2, A3, A4, B1, B2 and D1. Development of each building may proceed in any order provided that each such building provides, at a minimum, the phasing conditions depicted for such building on the CDP and that all proffers that apply to such building are addressed with the development of that building.

A. The Applicant shall construct the grid of streets and provide pedestrian improvements, public parks, private amenities and public facilities on the Property in conjunction with the development of each individual building in accordance with the phasing sheet contained as Sheet C-8 in the CDP/FDP (“Phasing Plan”) and as further described in these Proffers. In addition, interim uses and improvements as outlined in Proffers 10 and 72 and as may be determined at time of site plan approval shall be provided commensurate with the construction of each building in consultation with the Fairfax County Department of Transportation (“FCDOT”). Adjustments to the phasing may be approved with FDPA approvals without the requirement for a PCA or CDPA, provided the adjustments do not materially adversely affect the other phases and are in substantial conformance with the CDP.

B. For purposes of these Proffers, the term “construct” shall mean (A) in regard to road improvements, that a committed road improvement is substantially complete and is available for use by the public for travel, whether or not such improvement has been accepted for maintenance by the Virginia Department of Transportation (“VDOT”), and (B) in regard to parks and recreation facilities, that a committed publicly accessible park space or recreation facility improvement is substantially complete and open to use by the public for use in accordance with the Urban Parks Framework applied by the Fairfax County Park Authority (“FCPA”).

7. Density Credit. The Applicant reserves intensity/density credit as may be permitted by the provisions of the Ordinance for all eligible dedications described herein or as may be required by the County, VDOT or any other public entity.

8. Fire Marshal Coordination. The Applicant has coordinated the layouts depicted on the CDP/FDP with the Fire Marshal. Further changes to the CDP and FDP may be permitted without the requirement for a PCA/CDPA or FDPA in response to the review of site plans by the Fire Marshal, including adjustments to the streetscape and perimeter building areas as necessary to allow for required emergency vehicle access, provided such modifications are made in consultation with the Fairfax County Department of Planning and Zoning ("DPZ"), FCDOT and the Urban Forest Management Division ("UFMD") of the Department of Public Works and Environmental Services ("DPWES") in substantial conformance with the CDP/FDP and these Proffers with the intent to provide the streetscape shown on the CDP/FDP. The overall tree canopy shown on the CDP/FDP shall not be reduced, but locations and tree types may be modified subject to UFMD review and approval and in accordance with the Design Guidelines, as described in Proffer 54 below and attached as Exhibit B.

PERMITTED USES

9. Mix of Permitted Uses.

A. The principal uses, which shall be permitted on the Property, are multi-family dwellings, public uses (such as the Metro Station Facilities) and all related facilities.

B. In addition to the principal uses, office, hotel, and retail sales and service establishments shall be permitted as secondary uses. All secondary uses listed in Section 6-403 of the Ordinance, however, shall also be permitted provided they are in substantial conformance with the CDP/FDP. For example, the CDP/FDP (Sheet C-4) includes an option to develop a child care center as part of this Rezoning. The child care center would include approximately 12,000 square feet of GFA, up to 150 children, approximately 35 employees, an outdoor play area of approximately 6,000 square feet, and would operate between the hours of 6:00 a.m. and 7:00 p.m. daily. Notwithstanding the above, no drive-through windows or facilities or any freestanding single occupant retail pad sites or buildings shall be developed.

C. The permitted principal and secondary uses shall not result in any additional buildings beyond those represented on the CDP/FDP. Notwithstanding, the Applicant reserves the right, however, to construct, place or install temporary or movable structures (including kiosks, carts, shipping containers, etc.) to establish Group 8 Temporary Uses, including the hosting of special events on the Plazas and construction and sales/marketing trailers on an interim basis, all without the necessity of an amendment to the CDP/FDP or Proffers, if such do not alter the limits of clearing and grading.

10. PRM "Temporary Uses" Permitted Without a Temporary Special Permit.

A. Festivals, fairs or similar activities, as defined in Proffer 11 below;

B. Farmers' markets;

C. Promotional activities of retail merchants, hotel operators and office tenants, both on an individual and collective basis;

D. Sales, marketing and rental offices;

E. Commercial or construction off-street surface parking spaces, construction staging areas and construction storage areas within Land Bays and building footprints prior to ultimate development;

F. Mobile food or retail sales carts, trucks or other vehicles (e.g., District Taco cart or London Fashion Bus) that would visit the Property at specific times during the day but would not park overnight; or

G. Pop-up retail uses established on a short term basis offering a variety of creative products or services, including, but not limited to, the retail sale of boutique and vintage clothing, cosmetics, home wares, accessories, flowers, gallery art, sports and team merchandise, seasonal items and other items or services promoting specific branding opportunities.

11. Festivals, Fairs or Similar Activities. The Applicant shall be permitted to provide festivals, fairs, contests, sports events, music, theatrical and other performances, public gathering functions or similar activities on the Property, subject to the limitations below, either in interim surface parking lots, within the Plazas (as defined in Proffer 71) or within other publically accessible privately owned open space as shown on the CDP/FDP. If not a Temporary Use as defined in Proffer 10 or a recurring event, then the Applicant shall coordinate with the Zoning Administrator regarding the issuance or approval of a temporary Special Permit as may be required under the Ordinance. All activities shall occur in accordance with the following provisions:

A. Maximum of 64 events per year;

B. May be provided with or without admission or other fees;

C. Sponsored by the Applicant, or their designee, a civic organization, public entity including the FCPA, local chamber of commerce, charitable organization, service club, non-profit or similar entity;

D. Complies with all Health Department regulations;

E. Shall not block or impede any fire lane or access to the Metro Station and the Metro Station Facilities; and

F. Shall conform to the standards contained in the Design Guidelines, as described in Proffer 54 below and attached as Exhibit B.

12. Unmanned Freestanding Automatic Teller Machines. The Applicant shall be permitted to install up to five (5) free-standing, unmanned bank teller ("ATM") or other automated machines such as ticket, parking or Metro card machines on the Property; the

footprint of each machine shall not exceed sixteen (16) square feet or any larger industry standard size in the event industry standard sizes change. The ATMs or other machines shall not be counted toward the maximum amount of retail or non-residential GFA permitted on the Property referenced above. ATMs and other machines may be located in kiosks or in a manner that does not interfere with pedestrian movements or safety. This limitation on free standing ATMs and other machines shall not preclude additional ATMs and other machines within buildings or on building facades.

13. Retail Kiosks/Movable Carts/Mobile Vendors. The Applicant shall be permitted to operate movable carts, which shall be defined as temporary, transportable kiosks or containers that (a) serve a retail purpose and/or (b) mobile food trucks or other retail sales vendors, provided the first ten (10) kiosks shall not be counted toward the maximum amount of retail or non-residential GFA permitted on the Property referenced below. Except during times that festivals, fairs or similar activities are being conducted, the maximum number of temporary, transportable kiosks shall not exceed fifteen (15) per Plaza at any given time. Each kiosk/cart shall be no more than 120 square feet. In addition, one newsstand shall be permitted to be up to 1,500 square feet maximum size, which, if not portable, shall, notwithstanding the first sentence of this Proffer 13, be counted against the maximum amount of retail or non-residential GFA permitted on the Property. The carts may be located within Plaza areas and parking areas, as determined by the Applicant, provided that, cumulatively, said carts do not negatively impact streetscape, do not interfere with pedestrian movements, safety or fire/emergency access, and conform to the standards set forth in the Design Guidelines, as described in Proffer 54 below and attached as Exhibit B.

14. Cellar Space. The Applicant reserves the right to utilize Cellar Space constructed as part of the proposed development for all Permitted Uses; provided, however, that the Applicant shall be required to provide parking for the Cellar Space in accordance with the requirements of Article 11 of the Ordinance, as qualified by these Proffers. Any Cellar Space in the buildings shall not contain habitable residential units.

TRANSPORTATION

15. Grid of Streets. With the development of each building within a Land Bay, the frontage improvements along the existing and/or proposed public and/or private streets abutting such building, as generally depicted on the CDP/FDP Phasing Plan, shall be constructed and open for use by the public. The functional classification of the roadways comprising the grid of streets on the Property is summarized below:

Street	Classification
Sunrise Valley Drive	Minor Arterial (Public)
Sayward Boulevard	Collector Street (Public)
Carta Way	Collector Street (Public)
North-South Road	Local Street (Public)

East-West Road	Local Street (Public)
Private Drive	Service Street (Private)

16. Rights-of-Way. The Applicant shall dedicate and convey in fee simple to the Board of Supervisors rights-of-way for each of the public streets listed in Proffer 15 above. Dedication shall include the area of the landscape amenity panel and sidewalk and shall occur at the time of site plan approval unless further qualified by these Proffers.

A. The Applicant shall work diligently with VDOT and FCDOT during the site plan approval processes to ensure that all proposed public streets and areas designated as landscape amenity panels/sidewalks can be accepted for public maintenance as part of VDOT's Secondary Street Acceptance Requirements ("SSAR"). The Applicant shall locate all electrical vaults outside any future right-of-way limits. The public maintenance provisions shall be subject to the following exceptions:

i. If at the time of site plan approval, it is determined that stormwater management facilities or other similar facilities are proposed to be located beneath the landscape amenity panel/sidewalk and such facility locations would prevent VDOT and/or the County from accepting the landscape amenity panel/sidewalk within the right-of-way, the Applicant shall then provide dedication 18 inches from the back of curb to 18 inches from the back of the opposing curb for the street section and shall grant a public sidewalk and utility easement in a form acceptable to the Office of the County Attorney over the area of the amenity panel/sidewalk. This easement shall allow for the installation of signage necessary for safety and operation of the street, as well as parking regulation equipment by VDOT and/or the County.

ii. If at the time of site plan approval it is unclear whether stormwater management facilities, electric vaults or other similar facilities proposed to be located beneath the landscape amenity panel/sidewalk would be acceptable to VDOT and/or the County, then the Applicant shall provide dedication 18 inches from the back of curb to 18 inches from the back of the opposing curb for the street section at the time of site plan approval and shall reserve for potential future dedication the landscape amenity panels and sidewalk areas. A temporary public access easement in a form acceptable to the Office of the County Attorney shall be recorded over the reserved landscape amenity panel/sidewalk until such time as those areas are dedicated. Conveyance of the amenity panel/sidewalk areas to the BOS shall then occur following

construction of the street and streetscape improvements and final street acceptance inspection by Fairfax County and/or VDOT.

iii. Should it be determined following final street acceptance inspection that the landscape amenity panel/sidewalk areas are not acceptable to VDOT to be included in the right-of-way as evidence by VDOT's written certification, then the reservation of potential future dedication of the landscape amenity panel/sidewalk areas shall be released and the Applicant shall grant a permanent public access and maintenance agreement in a form acceptable to the County Attorney over such areas. These easements shall allow for the installation of signage necessary for the safety and operation of the street, as well as parking regulation equipment by VDOT and/or the County. In such event, a PCA, CDPA and/or FDPA will not be required.

17. Public Access Easements. The Applicant shall grant public access easements over the travel ways on the Plazas (as defined in Proffer 71) for both vehicular and pedestrian traffic, as applicable, over the Private Drive, and over certain other portions of the Plazas for pedestrian traffic and public access, including access to the bridge connecting to the Metro Station. The easements shall also allow for the installation of signage necessary for safety and operation of the abutting streets.

With the development of Buildings A1, A2, A3, A4 and D1, the Private Drive as shown on the CDP/FDP in the Phasing Plan, shall be constructed and open for use by the public. The form of the public access easement shall be acceptable to the County Attorney. The public access easement shall expressly permit (i) the temporary closure of a portion of any of the Plazas in connection with construction and special events and otherwise as permitted or required pursuant to an approved Plaza Access Management Plan in accordance with Proffer 76 and (ii) the uses contemplated on the Plazas pursuant to these Proffers and the CDP/FDP, including such uses as special events, public art, outdoor seating (including outdoor seating associated with restaurants), kiosks, mobile food trucks, etc., provided at all times (including during periods of temporary closure) access to the Metro Station platform, the Metro Station Facilities and fire/emergency access is maintained. Any public access easements for pedestrian access that are underneath a building or garage shall be limited vertically in scope to the actual upper and lower area of such breezeway or similar pass through.

18. Transportation Phasing. The transportation improvements provided for in these Proffers shall be constructed in phases as set forth in Proffer 6 or as qualified in Proffer 19 below.

19. On-Site Road Improvements. All on-site public road improvements, on-site service streets together with appropriate/required pavement transitions shall be constructed with the development of individual buildings, and prior to issuance of the first RUP or Non-RUP for the subject new office, hotel, or residential building, or Metro Station Facility as applicable. The Applicant reserves the right, in its sole discretion, to complete such ultimate improvements and any of the other improvements described in this Proffer 19, as a single public improvement

project or in other separate segments, as long as at least the frontage improvements for each respective building and/or Metro Station Facility have been constructed prior to issuance of the first RUP or Non-RUP for that same new building and/or facility. The on-site road improvements shall generally consist of the following:

A. *Sunrise Valley Drive Frontage Improvements.* Sunrise Valley Drive shall be improved to provide for two (2) through lanes in each direction (eastbound and westbound), a raised concrete median, a four foot (4') wide on-road bike lane both eastbound and westbound (exclusive of the adjacent two foot (2') gutter pans), an eight foot (8') wide sidewalk on the south side of the alignment and a single exclusive westbound left-turn lane at the North-South Road as generally reflected in the CDP/FDP consistent with the Phasing Plan and based on a 40 mile per hour (mph) design speed. These roadway improvements to Sunrise Valley Drive, as generally described and referenced above, shall be provided prior to issuance of the first Non-RUP for the Metro Station Facilities, as generally shown on the CDP/FDP. Those streetscape improvements along Sunrise Valley Drive associated with Land Bays A and B shall be constructed commensurate with Buildings A1, A2 and B1, as further qualified by Proffer 21.

B. *Carta Way Improvements.* Prior to the issuance of a Non-RUP for the Metro Station Facilities, Carta Way will be constructed from its current terminus north to intersect Sunrise Valley Drive as a four-lane, undivided roadway with sidewalks along both the east and west sides of Carta Way as generally depicted on the Phasing Plan of the CDP/FDP and based on a design speed of 30 mph. The final design and extent of these ultimate improvements to Carta Way as generally described and referenced below shall be determined prior to the submission of the site plan for the Metro Station Facilities.

i. The Applicant shall construct streetscape improvements on the east side of proposed Carta Way within the existing right-of-way which shall include a four foot (4') buffer strip and a five foot (5') wide sidewalk. Notwithstanding, at the time of final engineering and site plan approval for the Metro Station Facilities, the Applicant shall consider the feasibility of an alternative design for these streetscape improvements that meets VDOT's sidewalk standard but further minimizes or eliminates the need for a retaining wall (e.g., grade to the face of the existing parking garage).

ii. In conjunction with the Carta Way improvements described above, the Applicant shall design and construct a total of four (4) saw tooth Bus Bays with shelters along the west side of Carta Way between the entrance to the planned Kiss and Ride Facilities and Sunrise Valley Drive as shown on the CDP/FDP. The Bus Bay area shall be distinguished from the adjacent travel lanes associated with Carta Way through the use of concrete or other such differing materials. Prior to the submission of the first site plan for the Metro Station Facilities, the Applicant shall coordinate the final design of these bays and shelters with FCDOT.

C. *North-South Road.* Prior to the issuance of a Non-RUP for the Metro Station Facilities, a new North-South Road shall be constructed by the Applicant extending south from Sunrise Valley Drive to the new East-West Road. This new local road shall consist at a minimum of two (2) northbound lanes and two (2) southbound lanes, as well as construction of the streetscape along the Land Bay C frontage. The streetscape along the frontages of Land Bays A, B and D shall be constructed as shown on the CDP/FDP, as may be modified and/or as generally described below. The streetscape associated with each of Buildings A2, A3, B1, B2 or D1 building frontage will be constructed in conjunction with the individual building.

D. *East-West Road - Carta Way to North-South Road.* If not previously constructed by others, then prior to the issuance of a Non-RUP for the Metro Station Facilities, the Applicant shall construct or finish the construction of a new local street referred to as the East-West Road, as shown on the CDP/FDP, extending west from existing Carta Way to the North-South Road. Notwithstanding what is shown on the CDP/FDP, the area of right-of-way dedication along the Land Bay C frontage may be shifted to 18 inches behind the back of curb if needed to meet the tree canopy requirements. In such event, the Applicant shall provide a public access and maintenance easement, in a form acceptable to the County Attorney, over the streetscape (including the landscape amenity panel and sidewalk).

E. *East-West Road - North-South Road to Private Drive.* If not previously constructed by others, then prior to the issuance of the first Non-RUP for Building D1, the Applicant shall construct or finish the construction of another portion of a new local street known as the East-West Road from the North-South Road west to the Private Drive and then south to Sayward Boulevard as generally reflected in the CDP/FDP, and specifically in the Phasing Plan. Notwithstanding what is shown on the CDP/FDP, the area of right-of-way dedication along the Land Bay D frontage may be shifted to 18 inches behind the back of curb if needed to meet the tree canopy requirements. In such event, the Applicant shall provide a public access and maintenance easement, in a form acceptable to the County Attorney, over the streetscape (including the landscape amenity panel and sidewalk).

F. *Construction of East-West Road by Others.* In the event the East-West Road has been completely constructed by others prior to the submission of a site plan for the Metro Station Facilities, then the Applicant shall contribute to the County one-half of the hard and soft costs associated with the design and construction of said road as evidenced by invoices. The Applicant's intent for such contribution is that the monies shall be released by the County to the party responsible for the road's design and construction.

G. *Intersection Improvements.* The Applicant shall construct the following intersection improvements as described below and reflected in the CDP/FDP and on the Phasing Plan.

i. *Carta Way/East-West Road.* Prior to the issuance of the Non-RUP for the Metro Station Facilities, the Applicant shall construct the following improvements as described more fully below:

- (1) Remove all or a portion of the raised median on Carta Way as may be recommended by VDOT in order to facilitate the connection of the new East-West Road;
- (2) If the installation of a new signal has not been approved by VDOT for this intersection as more fully described in Proffer 20.C or VDOT determines sufficient sight distance is not available for vehicles exiting the East-West Road onto northbound Carta Way, then, in conjunction with the construction of the Metro Station Facilities and only if required by VDOT and FCDOT, the Applicant in the interim may stripe out a portion of the pavement along the western curb line on Carta Way south of the East-West Road in order to increase the sight distance for vehicles turning onto Carta Way from the East-West Road; and
- (3) In the event VDOT and FCDOT require restriping of the pavement referenced in subparagraph (2), then the Applicant shall contribute to the County at the time of issuance of the Non-RUP for the Metro Facilities, the cost to restripe the pavement in the event VDOT approves a signal at this location in the future.

H. *VDOT Approval.* All public street improvements, lane use designations, signal installations, crosswalks and/or other pavement markings proposed herein and reflected on the CDP/FDP are subject to VDOT review and approval at the time of site plan. Any changes to the same identified at time of site plan submission, shall be coordinated with the FCDOT and DPZ and may not require a PCA/CDPA and/or FDPA.

I. *Supplemental Traffic Analyses.* At the time of site plan submission for each new building located within Land Bays A, B and D and subsequent to approval of this Rezoning, supplemental operational traffic analyses of the points of access to those Land Bays shall be provided if required by VDOT or FCDOT. For purposes of this Proffer, such analyses shall only be required if the building generates more than an additional 100 peak hour directional trips (either inbound or outbound) over that reflected in the *Innovation Center South Traffic Impact Analysis* prepared by Wells + Associates dated October 21, 2013, as revised through January 3, 2014 (the "Traffic Impact Analysis"). Such supplemental operational analyses shall be limited to an assessment of those driveways and/or intersections directly serving the particular building and Property. The Applicant shall identify such roadway improvements and/or transportation enhancements which may be needed to address the results of the operational analyses and shall discuss those results with FCDOT and VDOT to

determine what, if any, additional mitigation measures may be required to those intersections and/or driveways directly serving the Property.

J. *Installation of Streetscape and Pedestrian Improvements.*

i. Community Association Maintenance. The Applicant agrees, that (i) the Applicant or the Community Association contemplated in Proffer 91 herein shall maintain any of such improvements that are not in the public right-of-way and shall maintain such improvements that are in the public right-of-way that VDOT will not accept for maintenance (see Proffer 16) or (ii) for any improvements to be located in the public right-of-way, the Applicant will use materials acceptable to VDOT if VDOT will not consent to the maintenance of such elements by the Applicant. The Community Association documents shall disclose the existence of such maintenance obligations, if applicable.

ii. Streetscape and Pedestrian Improvements. Streetscape improvements and plantings shall be installed as indicated on the CDP/FDP prior to the final RUP and/or Non-RUP associated with the public improvement plan or site plan that includes such improvements. In addition to the provisions contained in Proffer 69 below for utilities, the Applicant reserves the right, in consultation with the Zoning Administrator, to shift the locations of the various streetscape elements to accommodate final architectural design, VDOT requirements, utilities and layout considerations, and sight distance requirements, provided that the tree canopy on CDP/FDP is maintained as reviewed and approved by UFMD.

K. *Metro Station Facilities Dedication.* The Applicant shall dedicate and convey in fee simple to the Board of Supervisors approximately 2.54 acres of Parcel 13 prior to the first site plan approval for the project, or sooner upon written request by the County. Such dedicated area shall be combined with Parcel 5B and used in conjunction with the development of the Metro Station Facilities, as and to the extent shown on Sheet A-100 of the CDP/FDP.

20. Traffic Signals.

A. As reflected in the Traffic Impact Analysis, the Applicant anticipates the installation of up to five (5) new traffic signals in the area surrounding and/or proximate to the Property. Towards that end, the Applicant shall complete and submit to VDOT and FCDOT warrant studies for the installation of these new traffic signals at the following locations:

- i. Sunrise Valley Drive/North South Road
- ii. Sunrise Valley Drive/Carta Way
- iii. Sunrise Valley Drive/Sayward Boulevard
- iv. Carta Way/East-West Road

v. Carta Way/Sayward Boulevard

B. Warrant studies shall be completed and submitted in accordance with the submission of site plans as follows:

i. Within six (6) months after the issuance of the Non-RUP for the Metro Station Facilities.

ii. Prior to issuance of the first RUP or Non-RUP for the 2nd new building on the Property.

iii. Prior to issuance of the first RUP or Non-RUP for the 4th new building on the Property.

iv. No earlier than six (6) months after the issuance of the first RUP or Non-RUP for the last new building on the Property but in any event no later than bond release for the last new building.

v. The warrant studies shall include an assessment of then-existing traffic conditions associated with the completion of the building trigger (i.e., 2nd, 4th and last new building) as well as full build out.

C. If any signal location identified in Subparagraph A is deemed warranted by VDOT after having reviewed any warrant study completed in accordance with the timelines established in Subparagraph B and approved it for installation, then such traffic signal, including pedestrian enhancements and uninterrupted power supply systems ("UPS") (as may be required by VDOT,) shall be designed, equipped and installed by the Applicant. In such event, no further warrants shall be required for that individual location and this proffer is of no further force or effect.

D. If a signal is deemed not warranted by VDOT at any of the locations identified in Subparagraph A after having reviewed the triggered warrant study, then such location shall be reviewed again in accordance with the schedule outlined in Proffer 20.B.i through iii.

E. If a signal is deemed not warranted by VDOT at any of the locations identified in Subparagraph A at the time identified in Proffer 20.B.iv, then the Applicant shall contribute to the County, its PM peak hour pro-rata share (as identified below) of the costs associated with the future installation of a signal at these locations by others:

- i. Sunrise Valley Drive/North-South Road (33%);
- ii. Sunrise Valley Drive/Carta Way (25%);
- iii. Sunrise Valley Drive/Sayward Boulevard (20%);
- iv. Carta Way/East-West Road (18%); and

v. Carta Way/Sayward Boulevard (21%).

The County, in its sole discretion, may use any such signal funds contributed by the Applicant in accordance with this Proffer for other transportation related improvements within close proximity to the Property.

21. Sight Lines. All sight lines at building entrances and street intersections shall comply with VDOT's Road Design Manual (Appendix F, Table 2-7) as generally depicted in the CDP/FDP and shall be refined at the time of applicable site plans. Notwithstanding the aforementioned, no building shall be constructed on Building Site A2 until such time as the appropriate intersection sight distance is provided from the North-South Road onto Sunrise Valley Drive as reflected on the CDP/FDP and as long as there are no impacts to the required streetscape as determined by DPZ.

22. Route 28 Station Transportation Fund. The Applicant shall make a one-time contribution to a fund established by the County for transportation improvements in the Route 28 Station area. Such contribution shall be paid in conjunction with the issuance of the first RUP or Non-RUP for each new building to be constructed on the Property at a rate to be established by the Board of Supervisors, but in any event no less than \$7.05 per gross square foot of new commercial uses on the Property and \$1,000.00 per new residential unit on the Property. The Applicant shall receive credit against the contributions referenced above for the following in-kind contributions:

A. The value of approximately 2.54 acres dedicated to the County for the construction of the Metro Station Facilities, as described more fully in Proffer 19.K based on the PRM zoning district valuation.

B. Costs incurred by the Applicant to reconstruct Sunrise Valley Drive along the full frontage of the Property which advance the improvement beyond those reasonably expected with Phase I of the project. These improvements are exclusive of streetscape improvements.

Notwithstanding the above, the total contribution due from the Applicant to the Route 28 Station Fund shall be deemed satisfied and provided in full by the provisions of those in-kind improvements listed above.

TRANSPORTATION DEMAND MANAGEMENT (excluding Metro Station Facilities)

23. Dulles Area Transportation Association. The Applicant shall join and participate in the Dulles Area Transportation Association ("DATA").

24. TDM Administrative Group. The Applicant shall establish a TDM Administrative Group ("AG") to fund, implement and administer the transportation demand management program ("TDM Program") for the Property as described more fully below. The AG shall include, at a minimum, one representative for each of Land Bays A through D. Prior to approval of the first site plan for new development on the Property, evidence shall be provided to FCDOT that the AG has been established.

25. Trip Reduction Objective. The objective of this TDM Program shall be to reduce the vehicle trips generated by the planned new office and residential uses (excluding hotel and secondary retail uses) during weekday peak hours in accordance with the County's TDM Guidelines for Fairfax County, dated January 1, 2013. The vehicle trip reduction goal for new office and residential uses to be constructed on the Property is forty-five percent (45%). To determine the maximum total peak hour trips expected to be generated by the Property, the Applicant shall multiply the total number of residential and vehicle trips that would be expected to be generated by the proposed office and residential uses as determined by the application of the Institute of Traffic Engineers, 9th Edition, Trip Generation rates and/or equations ("ITE Trip Generation") by the appropriate percentage goal; the product of which shall be referred to herein as the "Maximum Trips After Reduction." For purposes of this calculation, the maximum number of dwelling units proposed to be constructed on the Property is 925 (plus those additional units associated with bonus density) and the gross square footage of office area is 501,000, and these amounts shall be applied to the calculation described in the preceding sentence.

26. TDM Program Components. The TDM Program may include, but not necessarily be limited to, the following components:

- A. Property-wide TDM Program Management;
- B. Dissemination of County/Regional Program Information;
- C. Live-Work-Play Marketing;
- D. Bicycle facilities, as set forth in Proffer 40;
- E. Regular monitoring/reporting; and/or
- F. Parking Management.

27. Process of Implementation. The TDM Program shall be implemented as follows, provided that modifications, revisions, and supplements to the implementation process as set forth herein as coordinated with FCDOT can be made without requiring a PCA/CDPA and/or FDPA.

28. TDM Program Manager. The Applicant shall appoint and continuously employ, or cause to be employed, a TDM Program Manager ("TPM") for the Property. The TPM shall be appointed no later than sixty (60) days after the issuance of the first building permit for the first new office or residential building to be constructed on the Property. The TPM duties may be part of other duties associated with the appointee. The Applicant shall notify FCDOT and the District Supervisor in writing within ten (10) days of the appointment of the TPM. Thereafter, the Applicant (or AG as applicable) shall do the same within ten (10) days of any change in such appointment.

29. TDM Work Plan (later the "Annual Report") and Annual Budget. If not already effectuated for the then-current calendar year, the TPM shall prepare and submit to FCDOT an initial TDM Work Plan ("TDMWP") (and thereafter an Annual Report and Annual Budget as

described below) no later than 180 days after issuance of the first building permit associated with the first new residential or office building on the Property. The Annual Report shall include, at a minimum:

- A. Details as to the start-up/on-going components of the TDM Program;
- B. The budget needed to implement the TDM program ("TDM Budget") for the coming calendar year;
- C. A determination of the applicable Maximum Trips After Reduction for the Property in accordance with the above; and
- D. Provision of the specific details associated with the monitoring and reporting requirements of the TDM program in accordance with the TDM plan.

The initial Annual Report and subsequent Annual Report shall be reviewed by FCDOT. If FCDOT has not responded with any comments within sixty (60) days after submission, then the TDM Program shall be deemed approved, and the TDM Program shall be implemented. If FCDOT responds with comments on the TDM Program and/or TDM Budget, then the TPM will meet with FCDOT staff within fifteen (15) days of receipt of the County's comments. Thereafter, but in any event, no later than thirty (30) days after the meeting, the TPM shall submit such revisions to the TDM Program as discussed and agreed to with FCDOT and begin implementation of the approved program and fund the approved TDM Budget.

Thereafter, the TPM shall by no later than May 1st of each calendar year submit an Annual Report summarizing the results of the TDM Program and updating the TDM Program and TDM Budget for the coming calendar year. The Annual Reports shall be subject to the same review and approval process as described in this Proffer 29 for the initial submission.

30. TDM Account. If not previously established, the TPM shall establish a separate interest bearing account with a bank or other financial institution qualified to do business in Virginia ("TDM Account") within thirty (30) days after approval of the initial TDMWP and subsequent Annual Report and TDM Budget. All interest earned on the principal shall remain in the TDM Account and shall be used by the TPM for TDM purposes. The TDM Account shall be funded by the Applicant through the TPM. Funds in the TDM Account shall not be utilized for purposes other than to fund TDM strategies/programs and/or specific infrastructure needs as may be approved in consultation with FCDOT. Funding of the TDM Account shall be in accordance with the TDM Budget for the TDM Program elements to be implemented in each calendar year. The TPM shall provide written documentation to FCDOT demonstrating the establishment of the TDM Account within ten (10) days of its establishment. The TDM Account shall be replenished annually thereafter following the establishment of each year's TDM Annual Budget and submission of the Annual Report. The TDM Account shall be managed by the TPM.

31. TDM Remedy Fund. At the same time the TPM creates and funds the TDM Account, the TPM shall establish a separate interest bearing account (referred to as the "TDM Remedy Fund") with a bank or other financial institution qualified to do business in Virginia. Such funding of the TDM Remedy Fund shall be made one time at the rate of \$0.20 per gross square foot of new office uses and \$0.10 per gross square foot of new residential uses to be

constructed on the Property. Funding shall be provided by the Applicant prior to the issuance of the first RUP for the first new residential or first Non-RUP for the first new office building constructed on the Property. This amount shall be adjusted annually as set forth in Proffer 94 below. Funds from the TDM Remedy Fund shall be drawn upon only for purposes of immediate need for TDM funding and may be drawn on prior to any TDM Budget adjustments as may be required.

32. TDM Incentive Fund. The “TDM Incentive Fund” is an account into which the Applicant through the TPM, shall deposit contributions to fund a multimodal incentive program for initial purchasers/lessees within the residential (non-hotel) component of the development. Such contributions shall be made one time at the rate of \$0.02 per gross square foot of new residential and offices uses constructed on the Property and provided prior to the issuance of the first RUP or Non-RUP, as applicable. This amount shall be adjusted annually as set forth in Proffer 94 below. If funds remain after incentives are provided to initial purchasers/lessees, the Applicant shall continue to provide incentives until the fund is depleted.

33. Monitoring. The TPM shall verify that the proffered trip reduction goals are being met through the provision of person surveys, trip counts of residential uses and/or other such methods as may be reviewed and approved by FCDOT. Surveys shall be conducted and traffic counts collected for the Property beginning with the first January after issuance of the first initial RUP or Non-RUP for the first new building on the Property. Surveys shall be conducted every three (3) years and Vehicular Traffic Counts shall be collected annually until the results of three (3) consecutive annual traffic counts conducted upon Build Out (as defined herein) show that the applicable trip reduction goals for the Property have been met. For purposes of these TDM Proffers only, “Build Out” is defined as 100% of the new office and residential buildings on the Property, as reflected on the CDP/FDP, being constructed and each are at least 85% occupied. Any time during which Person Survey response rates do not reach 20%, FCDOT may request additional surveys be conducted the following year. At such time and notwithstanding Proffer 37 below, Person Surveys and Vehicular Traffic Counts shall thereafter be provided every five (5) years. Notwithstanding the aforementioned, at any time prior to or after Build Out, FCDOT may suspend such Vehicle Traffic Counts and/or Person Surveys if conditions warrant such without the need for a PCA.

34. Remedies. If the TDM Program monitoring reveals that the Maximum Trips After Reduction for the Property is exceeded, then the TPM shall meet and coordinate with FCDOT to address, develop and implement such remedial measures as may be, but not limited to those, identified in the TDM Plan and Annual Report.

A. Such remedial measures (each a “Remedy”) shall be funded by the TDM Remedy Fund; the amount of additional monies to be expended annually on remedial measures shall be based on the following scale:

<u>Trip Goals Exceeded</u>	<u>Remedy Expenditure</u>
Up to 1%	No Remedy needed
1.1% to 3%	3% of Remedy fund
3.1% to 6%	6% of Remedy Fund

6.1% to 10%
Over 10%

10% of Remedy Fund
15% of Remedy Fund

B. There is no requirement to replenish the TDM Remedy Fund at any time. Any cash left in the Remedy Fund shall be released to the Applicant once three (3) consecutive counts conducted upon Build Out show that the Maximum Trips After Reduction has not been exceeded.

35. Additional Trip Counts. If an Annual Report indicates that a change has occurred that is significant enough to reasonably call into question whether the applicable vehicle trip reduction goals continue to be met, then FCDOT may require the TPM to conduct additional Trip Counts within ninety (90) days to determine whether in fact such objectives are being met. If any such Trip Counts demonstrate that the applicable vehicle trip reduction goals are not being met, then the TPM shall meet with FCDOT to review the TDM strategies in place and to develop modifications to the TDM Plan to address the surplus of trips.

36. Review of Trip Reduction Goals. At any time and concurrent with remedial actions as outlined in Proffer 34, the Applicant may request that FCDOT review the vehicle trip reduction goals established for the Property and set a revised lower goal for the Property consistent with the results of such surveys and traffic counts provided for by this Proffer or consistent with future changes in County policy. In the event a revised lower goal is established for the Property, the Maximum Trips After Reduction shall be revised accordingly for the subsequent review period without the need for a PCA.

37. Continuing Implementation. The Applicant through the TPM shall bear sole responsibility for the implementation of the TDM Program and compliance with this Proffer. The Applicant through the TPM shall continue to administer the TDM Program in the ordinary course in accordance with this Proffer including submission of Annual Reports.

38. Notice to Owners. The current owner shall advise all successor owners and/or developers of their funding obligations pursuant to the requirements of this Proffer prior to purchase and the requirements of the TDM Program, including the annual contribution to the TDM Program (as provided herein), shall be included in all initial and subsequent purchase documents.

39. Enforcement. If the TPM fails to timely submit a report to FCDOT as required by this Proffer, the County will thereafter issue the TPM a written notice stating the TPM has violated the terms of this Proffer and providing the TPM with sixty (60) days within which to cure such violation. If after such sixty (60) day period the TPM has not submitted the delinquent report, then the Applicant shall be subject to a penalty of \$75 per day until such time as the report is submitted to FCDOT. Such penalties shall be payable to the County and shall be used for transit, transportation, or congestion management improvements within the vicinity of the Property.

BICYCLE FACILITIES

40. Bicycle Parking and Storage. Bicycle racks and/or bike storage areas shall be provided within each Land Bay, with the specific amounts and locations finalized prior to site plan approval in consultation with the FCDOT Bicycle Coordinator or his designee. Bicycle racks located outside of buildings and inside parking garages shall be inverted U style racks or other design approved by FCDOT. The minimum number of bike parking/storage spaces provided for Land Bays A, B and D shall be as stated in the tabulation included as part of Sheet A-100 of the CDP/FDP. Signage shall be posted on the exterior side of buildings closest to entrances to bike parking/storage space and on certain permitted wayfinding signage to indicate bike parking/storage.

41. Bicycle Lanes. Subject to VDOT approval and in combination with the street and streetscape improvements identified in these Proffers, pavement and striping for an on-street bicycle lane along the Sunrise Valley Drive frontage of Land Bays A and B shall be provided as depicted on the CDP/FDP with the final dimension determined at prior to site plan approval and in consultation with the FCDOT Bicycle Coordinator or his designee. In addition, the Applicant shall designate the outside lane along northbound and southbound Carta Way with a sharrow (shared-lane marking) if requested by FCDOT and subject to VDOT approval.

PARKING (EXCLUDING METRO STATION FACILITIES)

42. Parking Requirements. Parking on the Property shall be provided in accordance with the parking requirements for the PRM District as set forth in Article 11 of the Zoning Ordinance, subject to the processing of the parking reduction(s) described in Proffer 50, and as shown on Sheet C-2b of the CDP/FDP. The exact number of parking spaces to be provided for each Land Bay shall be refined and determined at the time of site plan approval based on the specific uses of each Land Bay. If changes in the mix of uses or unit types result in parking greater than that anticipated on the CDP/FDP (e.g., bonus density developed), the additional parking spaces shall be accommodated within the proposed parking garages and other facilities, so long as the maximum height and footprints of the parking garages and other facilities do not increase from that shown on the CDP/FDP. As development and parking construction is phased, the Applicant reserves the right to provide parking in excess of the minimum required per Ordinance, provided that upon the completion of all buildings shown on the CDP/FDP, parking does not exceed the minimum number required by Article 11 of the Ordinance as it exists today.

43. On-Street Parking Spaces on the Private Drive. On-street parking may be provided along the Private Drive reflected on the CDP/FDP to meet the parking requirements of the Zoning Ordinance, so long as such spaces are striped and meet the dimension requirements of the PFM, subject to receiving approval of any necessary waivers and/or modifications. Parking spaces on the Private Drive that are included as required spaces shall not be restricted at any time. Parking on the Private Drive may be restricted through appropriate signage or such other means as determined appropriate by the Applicant as to respective Land Bays, and on-street parking along future public streets prior to dedication, that otherwise are not required to satisfy the parking requirements may be used as temporary or short term parking, car-sharing parking and/or similar uses.

44. Parking Restrictions. All Land Bays may provide gated/restricted parking within the parking garages and other facilities within the respective Land Bays. If gates are provided in any of the parking garages or other facilities, then such gates should be located to provide sufficient stacking capacity within the parking garage or facility to prevent vehicles from stacking onto public roads.

45. Parking for Residential Uses. If parking is to be assigned to specific dwelling units, not less than one space shall be assigned to each unit, including WDUs. Otherwise, dwelling units shall be offered exclusive of parking such that parking shall be available at a separate cost.

46. Paid Parking for Non-Residential Uses. The Applicant may charge for parking within Land Bays A or B, on a per space basis, at rates that the Applicant deems to be market-competitive.

47. Commercial Off-Street Parking.

A. Commercial off-street parking may be provided on an interim basis in new surface lots to be constructed on the Property without approval of an FDPA.

B. With approval of an FDPA, commercial off-street parking may be provided on an interim basis in new parking structures built to support the new on-site uses, which due to phasing may have excess parking capacity.

C. Prior to site plan approval or issuance of a Non-RUP for commercial off-street parking in new surface lots or garages (excluding the Metro Station Facilities on Land Bay C), the Applicant shall provide an operational traffic analysis ("Operational Analysis") of points of access to such parking facilities. Such Operational Analysis shall be limited to an assessment of those driveways serving the particular parking facilities (surface or structure) and any proposed access controls. The Applicant shall identify such improvements and/or transportation enhancements needed to address the results of the operational analyses and shall discuss those results with FCDOT and VDOT to determine what if any additional mitigation measures may be required. In no event, shall the Applicant be required to provide additional improvements to any but those intersection and/or driveways directly serving the commercial parking.

48. Parking Controls. The Applicant shall provide controlled access to the parking garages and other Facilities and shall ensure that the control equipment is capable of counting vehicles entering and exiting the garages (with the exception of the Metro Station Facilities on Land Bay C) and Facilities. Such controls shall direct vehicles to available spaces and shall be located so as to avoid vehicle stacking on the public streets.

49. Electrical Vehicle Charging Infrastructure. The Applicant shall provide a minimum of one recharging station that serves two (2) parking spaces for electric cars within each parking structure within the Property (excluding the Metro Station Facilities). The Applicant shall also provide either: (a) one or more than one additional recharging station(s) that each serves two (2) parking spaces for electric cars with the initial construction of at least one (1)

parking structure within the Property or (b) space and infrastructure to accommodate additional electric vehicle-ready parking spaces in the office and residential parking structures within the Property. "Electric vehicle-ready" means the provision of space, conduit banks, conduits and access points allowing for the easy installation of electric vehicle charging stations in the future, space for potential future installation of increased transformer capacity, and space within the electrical room to accommodate future electric capacity, and does not include the installation of transformers, switches, wiring or charging stations. No earlier than five (5) years after completion of each building and parking structure, if the Applicant demonstrates to the satisfaction of the Zoning Administrator that a particular recharging station is being utilized less than twenty percent (20%) of the time during any 90-day period, the Applicant may remove or disable the charging station.

50. Future Parking Reductions. Notwithstanding Proffer 42 above, the Applicant shall submit and pursue approval of a parking reduction from the Board of Supervisors, as generally outlined on Sheet C-2b of the CDP/FDP, prior to site plan approval for the first new office or residential building on the Property. Thereafter, the Applicant may request approval of further parking reductions from the Board of Supervisors as such reductions are permitted by the Ordinance. Any modification to the parking requirement or layout resulting from a reduction approved by the County shall not require a PCA and/or CDPA/FDPA.

51. Parking During Construction. At time of each site plan following the establishment of the first use, the Applicant shall demonstrate how the parking requirement for the existing uses will be satisfied during construction, and the Applicant shall be permitted to use valet, stacked and off-site parking arrangements during such periods of construction, as reasonably approved by FCDOT and DPWES. The Applicant shall be permitted to provide parking on the Property in either surface parking lots or then-existing parking facilities that contain spaces above the required number to accommodate construction workers during the development of the project.

52. Future Parking Rate Revisions in the Zoning Ordinance. The Applicant reserves the right to provide parking at revised rates as may be permitted by a future amendment to the Zoning Ordinance. Optional use of revised rates shall not require a CDPA, PCA or FDPA, provided there is no increase in the size or height of above-grade parking structures and other facilities beyond minor adjustments to what is shown on the CDP/FDP.

STORMWATER MANAGEMENT AND BEST MANAGEMENT PRACTICES

53. Storm Water Management Plan. The Applicant's stormwater management facilities shall be designed in accordance with the Comprehensive Plan for the Property and with local and state laws. In addition, stormwater runoff associated with the development shall be addressed as shown on the CDP/FDP and consistent with SWM Waiver Request #6848-WPFM-005-1 conditions dated April 10, 2014 (or such conditions as may otherwise be imposed with any related waiver requests). The stormwater design shall seek to minimize the effect of the proposed impervious cover, including application of stormwater reuse, retention, detention, extended filtration and, where soils and infrastructure allow, infiltration to improve downstream waters. The stormwater management measures may be phased with development.

A. The Applicant will incorporate low impact development (“LID”) techniques of stormwater management to reduce or delay runoff volumes entering the nearby regional stormwater pond facility and local streams (see Sheet C-9 of the CDP/FDP). These LID practices may include, but are not limited to, bioretention or biofiltration facilities (commonly known as rain gardens), vegetated swales, porous pavement, vegetated roofs, tree box filters and the collection and reuse of stormwater runoff. LID techniques of stormwater management shall be incorporated into the proposed street designs where allowed and practicable. Notwithstanding and in lieu of what is depicted on the CDP/FDP, the Applicant reserves the right to develop the surface of the Metro Plaza substantially in conformance with the conceptual drawing attached as Exhibit A. This drawing proposes to incorporate an alternative stormwater treatment method through the use of biofiltration. This alternative may be implemented as a partial or entire replacement of what is shown on the CDP/FDP for this area. Any alternative treatment methods used shall treat no less than the quantities of stormwater intended to be treated in the original design (as contemplated on the CDP/FDP).

B. The Applicant shall coordinate its stormwater management controls among adjacent and nearby developments to achieve stormwater management goals in an efficient manner. Stormwater management may be fulfilled or supplemented through the use of an off-site regional pond facility owned by the County, provided any improvements or upgrades that may be needed to accommodate the stormwater outfall from the Property are made prior to its actual use by the Applicant.

C. The Applicant shall design the stormwater management facilities in conformance with the recently adopted County Stormwater Management Ordinance and applicable recommendations contained in the Comprehensive Plan text for the Property. Two-year and ten-year 24 hour detention for the site will be provided in the regional pond, H-9. Runoff reduction practices will be used on-site to the maximum extent practical to manage runoff. These types of practices include, but are not limited to, bioretention, permeable pavement, disconnected impervious areas, soil amendments and/or rainwater harvesting from rooftops of proposed buildings.

D. Stormwater runoff associated with the development shall be controlled such that either: (a) the total phosphorus load for the property is no greater than what would be required for new development pursuant to State stormwater regulations or the County’s stormwater management ordinance; or (b) an equivalent level of water quality control is provided.

E. The Applicant shall provide a stormwater management plan that will attain the Rainwater Management credit of the most current version of LEED-NC or LEED-CS rating system (or equivalent of this/these credit(s)) and as reviewed and approved by the EDRB during site plan review.

F. As an alternative to the minimum guidelines above, the Applicant may pursue stormwater management measures and/or downstream improvements to optimize site-specific stormwater management and stream protection/restoration

needs, consistent with any adopted watershed management plan(s) that is/are applicable to the Property.

G. Should the U.S. Environmental Protection Agency, the Commonwealth of Virginia, Fairfax County, or their designee, issue new or additional stormwater management requirements or regulations affecting the Property, the Applicant reserves the right to accommodate necessary changes to its stormwater facility designs without the requirement to amend the CDP/FDP or these Proffers, provided the facility design is substantially in conformance with the CDP/FDP.

DESIGN

54. Design Guidelines. The architectural guidelines for the Property with respect to building scale and massing, building siting, screening of parking structures, the design of the Plazas, and streetscape are set forth in the design guidelines attached as Exhibit B ("Design Guidelines"). The Design Guidelines are intended to be illustrative of the general quality and character of the development. Modifications to these elements as shown in the Design Guidelines shall not require an amendment to the Proffers or CDP/FDP, and are permitted provided the changes are in substantial conformance with the CDP elements and the general character and quality of the Design Guidelines, as determined by the Zoning Administrator, and provided that such changes are uniform throughout the Property so that the buildings and improvements within a block have a complimentary design theme. The foregoing is not intended to prohibit each building having its own distinctive architectural character.

55. Environmental Design Practices for Multi-Family Residential.

Target of LEED Certification or Equivalent.

A. The Applicant will include, as part of the site plan submission and building plan submission, a list of specific credits within the most current version at the time of the building's registration of the U.S. Green Building Council's Leadership in Energy and Environmental Design New Construction (LEED-NC) rating system, or at the Applicant's option, other equivalent rating system determined to be applicable to the building in consultation with the Environment and Development Review Branch ("EDRB") of DPZ. A LEED-accredited professional (LEED-AP) who is also a professional engineer or licensed architect will provide certification statements at both the time of site plan review and the time of building plan review confirming that the items on the list will meet at least the minimum number of credits necessary to attain LEED certification of the project.

B. Should the Applicant elect to use the LEED system in lieu of an equivalent program, the Applicant will designate the Chief of the EDRB of DPZ as a team member in the U.S. Green Building Council's ("USGBC") LEED Online system. This team member will have privileges to review the project status and monitor the progress of all documents submitted by the project team, but will not be

assigned responsibility for any LEED credits and will not be provided with the authority to modify any documentation or paperwork.

C. Prior to the building plan approval, the Applicant will submit documentation to the EDRB regarding the USGBC's preliminary review of design-oriented credits in the LEED program, should the Applicant elect to use the LEED system in lieu of an equivalent program. This documentation will demonstrate that the building is anticipated to attain a sufficient number of design-related credits that, along with the anticipated construction-related credits, will be sufficient to attain LEED Silver certification. Prior to release of the bond for the building, the Applicant shall provide documentation to the EDRB demonstrating the status of attainment of at least LEED certification from the USGBC for the building.

D. If the USGBC review of design-oriented credits indicates that the project is not anticipated to attain a sufficient number of design-related credits to support attainment of LEED Silver certification, the Applicant shall post a "green building escrow" in the form of cash or a letter of credit from a financial institution acceptable to DPWES as defined in the Public Facilities Manual, in the amount of \$2.00 per gross square foot. This escrow will be in addition to and separate from other bond requirements and will be released upon demonstration of attainment of LEED certification or higher level of certification, by the USGBC, under the most current version at the time of the building's registration of the LEED-NC rating system or other LEED rating system determined, by the USGBC. The provision to the EDRB of documentation from the USGBC that the building has attained LEED certification will be sufficient to satisfy this commitment.

56. Environmental Design Practices for Non-Residential (including Office and Hotel, but excluding Metro Station Facilities).

Target of LEED Silver Certification or Equivalent.

A. The Applicant will include as part of each site plan and building plan submissions for any office or hotel building to be constructed on the Property, a list of specific credits within the most current version at the time of the building's registration of the U.S. Green Building Council's Leadership in Energy and Environmental Design - New Construction (LEED-NC) rating system, or, at the Applicant's option, another LEED rating system determined to be applicable to each new building by the USGBC and approved by the EDRB that the Applicant anticipates attaining. At least one principal participant of the Applicant's project team shall be a LEED Accredited Professional, who is also a professional engineer or licensed architect and will provide certification statements at both the time of site plan review and the time of building plan review confirming that the items on the list are expected to meet at least the minimum number of credits necessary to attain LEED Silver certification for each new non-residential building.

B. Prior to site plan approval, the Applicant will designate the Chief of the EDRB as a team member in the USGBC's LEED Online system. This team

member will have privileges to review the project status and monitor the progress of all documents submitted by the project team, but will not be assigned responsibility for any LEED credits and will not be provided with the authority to modify any documentation or paperwork.

C. Prior to building plan approval for each non-residential building to be constructed, the Applicant will submit documentation to the EDRB regarding the USGBC's preliminary review of design-oriented credits in the LEED program. This documentation will demonstrate that the building is anticipated to attain a sufficient number of design-related credits that, along with the anticipated construction-related credits, will be sufficient to attain LEED Gold certification. Prior to release of the bond for the respective building, the Applicant shall provide documentation to the EDRB demonstrating the status of attainment of LEED certification from the USGBC for the building to which the bond relates.

D. As an alternative to the actions outlined in, and in lieu of the requirements of, paragraphs (A) through (C) above, or if the USGBC's review of design-oriented credits indicates that the specific office building or hotel is not anticipated to attain a sufficient number of design-related credits, along with the anticipated construction-related credits, to support attainment of LEED Gold certification, prior to building plan approval, the Applicant shall post a "green building escrow" in the form of cash or a letter of credit from a financial institution acceptable to DPWES as defined in the Public Facilities Manual, in the amount of \$2.00 per gross square foot for the respective building. This escrow will be in addition to and separate from other bond requirements and will be released upon demonstration of attainment of certification by the USGBC under the most current version of the LEED-NC rating system or, at the Applicant's option, other LEED rating system determined, by the USGBC, and approved by the EDRB, to be applicable to each building. The provision to the EDRB of documentation from the USGBC that such building has attained LEED Silver certification will be sufficient to satisfy this commitment.

57. Environmental Design – General (Residential and Non-Residential, but excluding Metro Station Facilities).

A. If the Applicant provides to the EDRB, within three (3) years after issuance of the final RUP/non-RUP for the building, documentation demonstrating that the LEED certification specified above in these Proffers for the particular type of building has not been attained, but that the building has been determined by the USGBC to fall within three (3) points of achieving attainment of such LEED certification, then fifty percent (50%) of the escrow will be released to the Applicant; the other fifty percent (50%) will be released to the County and will be posted to a fund within the County budget supporting implementation of County environmental initiatives.

B. If the Applicant fails to provide, within three (3) years after issuance of the final RUP/Non-RUP for a particular building, documentation to the EDRB

demonstrating attainment of the LEED certification specified above for the particular type of building, or provides to the EDRB documentation demonstrating that the particular building has fallen short of the specified LEED certification by greater than three (3) points, then the entirety of the escrow for that building will be released to the County and will be posted to a fund within the County budget supporting implementation of County environmental initiatives.

C. If the Applicant provides documentation from the USGBC demonstrating, to the satisfaction of the EDRB, that USGBC completion of the review of the required LEED certification application has been delayed through no fault of the Applicant, or the Applicant's contractors or subcontractors, then the time frame may be extended as determined appropriate by the Zoning Administrator, and no release of escrowed funds shall be made to the Applicant or to the County during the extension.

D. The Applicant further reserves the right to fulfill the requirements of these Environmental Design Practices Proffers through certification of any building by any reasonable alternative to the LEED program that offers similar objective third party review of "green building" or energy efficient measures, provided such alternative has been approved by the EDRB in advance. Under such alternatives, the process and procedures outlined above, may be modified to reflect the alternative program. Such alternative rating systems for a multi-family residential building may include, but shall not be limited to, the EarthCraft Program or the 2012 National Green Building Standards (NGBS) using the EnergyStar performance path. If an alternative rating systems is selected and approved by the EDRB, the Applicant shall demonstrate attainment of the selected certification from a rater recognized through the selected program prior to the issuance of the final RUP or Non-RUP.

58. Additional Design. All buildings and parking structures and the Metro Station Facilities where they front on the new North-South Road and the new East-West Road shall be architecturally finished (all four (4) sides) with compatible materials, detailing and features, provided such facades (including the facades of garages associated with a building) need not be identical. Garage facades shall be designed to screen the view of vehicles from the surrounding area and shall include materials consistent with those materials shown on the CDP/FDP and used on the associated building and/or incorporate innovative design techniques such as incorporation of public art, vegetative screens or other screening techniques, provided such facade treatments are consistent with the standards set forth in the Design Guidelines, and need not have facades identical to the associated building.

59. Signage. All signage provided on the Property shall comply with Article 12 of the Ordinance. All directional and way finding signage shall be consistent, both in terms of materials and design, throughout the development. The Applicant reserves the right to obtain approval of a Comprehensive Sign Plan ("CSP") at any time that would permit modifications to the provisions of Article 12 of the Ordinance without obtaining a PCA, CDPA or FDPA. The Applicant shall cooperate with the Washington Metropolitan Area Transit Authority ("WMATA") to identify locations for directional signage to the Metro Station platform and the Metro Station Facilities.

60. Lighting. All outdoor lighting fixtures shall be in accordance with the Performance Standards contained in Part 9 (Outdoor Lighting Standards) of Article 14 of the Ordinance. Fixtures used to illuminate streets, parking areas and walkways shall not exceed thirty (30) feet in height, measured from their base to the top of the light standard, shall be of low intensity design and shall utilize full cut-off fixtures which shall focus directly on the Property. All upper level parking deck lighting fixtures shall not exceed a height of seventeen (17) feet measured from their base to the top of the light standard and shall be uniform in design, whether temporary or permanent. Lighting within the private parking decks shall be installed between the ceiling beams to reduce glare unless such lighting is otherwise screened by the parking structure design. Notwithstanding the restrictions provided in the previous paragraph, the Applicant reserves the right to provide architectural lighting and other lighting associated with the buildings and Plazas consistent with the Design Guidelines, provided as Exhibit B attached hereto.

61. Telecommunications Equipment. Subject to applicable Ordinance requirements, telecommunications equipment may be placed on the proposed residential and non-residential buildings' rooftops. Any such facilities must be screened and/or setback sufficiently from the perimeter of the roof and penthouse such that they are not visible from the streets, forming the boundary of the Property, at street level. Other screening measures may be used such as including the facilities as part of the architecture of the buildings, utilizing compatible colors, or employing telecommunication screening material and flush mounted antennas. Telecommunications equipment may also be architecturally integrated onto the facades of the buildings where necessary to ensure on-street and/or open space coverage.

62. Building Heights. Building heights for each building shall not exceed the maximum or be less than the minimum building heights shown on Sheet A-100 of the CDP/FDP as "Maximum Height," "Minimum Height" and "Stories", except in connection with the use of residential bonus density which would permit additional building height to accommodate such residential bonus units. Building heights shall be exclusive of those structures that are excluded from the maximum height regulations as set forth in Section 2-506 of the Ordinance. All building penthouses/rooftop structures shall be integrated into the architecture of the building below and shall be consistent with the Design Guidelines, provided as Exhibit B attached hereto.

LANDSCAPING

63. Limits of Clearing and Grading. The Applicant shall conform to the limits of clearing and grading as shown on the CDP/FDP, subject to allowances provided in these Proffers and for the installation of fences, utilities (including storm water management and BMP facilities), public improvements (i.e., roads, streetscapes, entrances, sidewalks, degraded soil and slope conditions) and/or trails, which shall be located in the least disruptive manner necessary as determined by UFMD. A replanting plan shall be developed and implemented, subject to approval by UFMD, for any areas protected by the limits of clearing and grading that must be disturbed for such trails, utilities, roads or similar uses, if any such areas are identified at the time of site plan, as described herein.

64. Landscaping. The CDP/FDP includes a conceptual Landscape Plan commencing on Sheet L-1 of the CDP/FDP, consisting of overall plans and concepts for the Property. Actual

types, quantities and species of vegetation shall be determined pursuant to more detailed landscape plans submitted at the time of the first and all subsequent CDP/FDP, CDPA, FDPA and site plans. Landscaping may be modified during site plan review to allow for final engineering and design considerations, including, but not limited to, final utility locations, LID facilities, sight distance requirements and other applicable requirements, provided that such modifications are in substantial conformance with the CDP/FDP and subject to UFMD approval and are consistent with the Design Guidelines, provided as Exhibit B attached hereto.

65. Detailed Landscape Plans. As part of the site plan submission for each building on the Property, a detailed landscape plan shall be submitted to the UFMD for review and approval. The planting and landscaping materials shown on each detailed landscaping plan shall be in substantial conformance with those shown on the approved CDP/FDP, and shall include, among other things, irrigation information, design details for tree wells and other similar planting areas on structures and along streets, the composition of planting materials, methods for providing suspended pavement over tree root zones to prevent soil compaction, and methods for ensuring the viability of plantings on structures. Adjustments to the type and location of vegetation and the design of landscaped areas and streetscape improvements/plantings may be permitted in consultation with DPZ, and as approved by UFMD. The Applicant shall not plant any known invasive plant species at the Property.

66. Alternative Planting Width Details. Site plans submitted for the respective phases of development shall include a landscape plan for that phase of development in conformance with the CDP/FDP. Tree species and planting sites are set forth on the CDP/FDP, subject to revision as may be approved by the UFMD. Where minimum planting widths of 8-feet cannot be provided, the Applicant shall use structural cell technology, or other measures acceptable to and approved by UFMD, to satisfy the following specifications for all planting sites:

A. A minimum of four (4) feet open surface width and sixteen (16) square feet open surface area for Category III and Category IV trees, with the tree located in the center of the open area;

B. A minimum rooting area eight (8) feet wide (may be achieved with techniques to provide un-compacted soil below pavement), with no barrier to root growth within four (4) feet of the base of the tree;

C. Soil volume for Category III and Category IV trees shall be a minimum of 700 cubic feet for a single tree. For two (2) trees planted in a contiguous planting area, a total soil volume of at least 1,200 cubic feet shall be provided. For three (3) or more trees planted in a contiguous area, the soil volume shall equal at least 500 cubic feet per tree. A contiguous area shall be any area that provides root access and soil conditions favorable for root growth throughout the entire area;

D. Soil specifications in planting sites shall be provided in the planting notes to be included in all subsequent site plan submissions; and

E. It is expected that some street tree planting sites will be designed to accommodate bio-retention functions.

67. Tree Replacement. The Applicant shall replace any new tree that is planted on the Property and is counted toward meeting the overall tree canopy requirement, that is damaged, such that thirty percent (30%) or more of the crown is no longer viable, as a result of maintenance to the stormwater management facilities, or related underground infrastructure, with a tree of equal or greater size. The size of the replacement tree shall be based on the caliper size of the tree to be replaced as shown on the final site plan.

68. Open Space. Provision of publicly-accessible Plazas, park and open space areas shall be in substantial conformance with the concepts, locations and minimum acreages depicted on the CDP/FDP and as further defined in these Proffers and the Design Guidelines, and may be adjusted at the time of CDP/FDP and site plan approval to allow for final engineering and design considerations.

69. Utility Locations. Utilities, including, but not limited to water, electric, sanitary sewer and storm sewer utility lines, shall be installed within the street network to the maximum extent feasible as determined by DPWES or shall be placed in locations that do not conflict with the landscaped open space areas and streetscape elements shown on the CDP/FDP. If there is no other option, utilities may be placed within open space or streetscape areas provided that the long-term health of trees and other plantings is ensured by the provision of sufficient soil volume as shown on the CDP/FDP, as determined by the UFMD. Adjustments to the type and location of plantings shall be permitted to avoid conflicts with utilities and other site engineering considerations. If at the time of site plan approval, street trees shown on the CDP/FDP are in conflict with existing or proposed utilities and alternative locations for the street trees satisfactory to UFMD cannot be accommodated, the Applicant shall modify the location of utilities to ensure that the trees shown on the CDP/FDP can be provided.

70. Parking Deck Landscaping and Amenities. The Applicant shall provide planting areas, landscaping and amenities on the top level of any parking garages (where no additional structures are to be built above) as shown on the CDP/FDP in accordance with requirements of the Public Facilities Manual.

PARKS AND RECREATIONAL FACILITIES

71. Plazas. The Applicant shall provide plazas, urban parks and other publicly accessible areas (collectively referred to as the “Plazas”) and associated amenities generally as depicted on Sheets L-1 and L-4 of the CDP/FDP and as described in the Design Guidelines. The exact elements that comprise such amenities shall be determined at time of site plan review for the first building adjacent to such amenities and such amenities shall be constructed in accordance with the Phasing Plan included in the CDP/FDP. Such amenities may include such furniture, fixtures and finishes consistent with the creation of a hardscape public park or gathering space and consistent with the Design Guidelines including, but not limited to, paving, furniture, screening walls, pedestrian ways, focal points, landscaping/planters, public art, and performance/demonstration space consistent with an urban park. Additional site amenities may be provided at time of site plan review provided they are consistent with the Design Guidelines.

Access and use of the Plazas by the public shall be authorized and regulated by the Plaza Access Management Plan described in Proffer 76 below. The Plazas shall be privately maintained.

72. Metro Plaza. The Applicant shall provide a street-level park of approximately 1.14 acres located adjacent to the Metro Station Facilities and consistent with the Design Guidelines.

A. The Applicant shall initially provide interim improvements (Phase 1) to the Metro Plaza, as shown on Sheet L-4A of the CDP/FDP to activate the Metro Plaza upon opening of the Metro Station. These interim improvements shall include an extensive walkway system and/or careful integration of paving surfaces and includes benches, seat walls, bike racks, picnic lawn areas, landscaping, garbage containers and mobile restrooms, and may also include provision of interim "place making" uses, such as pop-up retail or service uses (collectively, "Temporary Retail Use Establishments"), on the Property immediately adjacent to the Metro Plaza. Said Temporary Retail Use Establishments may be housed in temporary buildings such as storage/shipping containers, movable carts, kiosks or food trucks or similar retail sales or service vehicles, or a combination thereof. Any Temporary Retail Use Establishment shall be installed in conformance with the Design Guidelines and in the general location depicted on Sheet L-4A of the CDP/FDP. The minimum interim improvements shall consist of 5,000 square feet of land area and up to eight (8) different Temporary Retail Use Establishments.

B. Ultimately, the Applicant shall also provide permanent improvements to the Metro Plaza, including hardscaping, landscaping, bike racks and bench seating, a terraced lawn panel with stepped seating for people watching and viewing events and public art as a focal element, as conceptually shown on Sheet L-6A-1 of the CDP/FDP, contingent on agreements with WMATA and the County. Space and requisite utility connections in accordance with FCDOT specifications (electric and telecommunications) shall also be provided for a multi-modal commuter information kiosk; said kiosk to be provided by others. The Metro Plaza shall be constructed prior to the issuance of the initial RUP or Non-RUP for the Metro Station Facilities or Building B2, whichever shall occur first.

C. If approved as part of a Comprehensive Sign Plan for the Property, the Applicant may install a video display or provide a moveable screen on the façade of Building B2 facing the park or located in the plaza area animating the Metro Plaza. Details of the video wall or flexible screen (including size, content, lighting and sound) shall be provided in the Comprehensive Sign Plan application.

D. As noted in Proffer 53, Exhibit A provides an alternative stormwater treatment method for the Metro Plaza.

E. As depicted on Sheet C-4 of the CDP/FDP, there is an area in the Metro Plaza on the west, south and east sides of the Metro Station's pavilion that is marked as the "15' Metro Clear Zone." This area will be subject to additional engineering and improvement through a future Special Exception ("SE"), FDPA or

other zoning application for the Metro Station. The SE design shall be coordinated and consistent with the design shown on the CDP/FDP. The use of the 15' Metro Clear Zone is established by this Application.

73. Urban Park. The Applicant shall provide an Urban Park at street level from the west and accessible from the east of approximately 0.85 acres to be located adjacent and between Buildings A3, A4 and D1. The Urban Park shall include features such as, but not limited to, lawn panels, hardscape and landscape areas, bench seating, a bocce ball court, seating with engraved game boards (e.g., chess), children's play area, decorative screen wall and dog park as conceptually shown on Sheets L-6B-1 and L-6B-2 of the CDP/FDP and consistent with the Design Guidelines. More specific details shall be determined at time of site plan approval for the first of the buildings referenced in the first sentence above. The Urban Park shall be constructed prior to the issuance of the first RUP for such buildings. The Urban Park shall be privately maintained and shall be designed to coordinate with or connect to the private courtyards of the residential buildings.

74. Pocket Park. The Applicant shall provide a Pocket Park of approximately 0.32 acres designed for casual use by transit users and as a neighborhood park for demonstrating protection, preservation and sustainability of natural resources. The design shall include native planting, a wooden deck and boardwalk system over a bio-retention area, benches, educational and information kiosk, and an art feature display, as conceptually shown on Sheets L-4, L-6C-1, and L-9 (Views 3 and 4) of the CDP/FDP and consistent with the Design Guidelines. Further, an interpretative sign may be added subject to Article 12 of the Ordinance or a CSP. More specific details shall be determined at time of site plan approval for the Metro Station Facilities and construction of the Pocket Park shall occur prior to the issuance of the Non-RUP for the Metro Station Facilities. The Pocket Park shall be privately maintained.

75. Plaza Phasing. The Plazas shall be constructed in phases and as generally shown on the CDP/FDP and in conformance with the Design Guidelines attached as Exhibit B. The applicable phased portion shall be substantially completed, i.e., open to the public and available for its intended purpose, prior to the issuance of the Non-RUP for the Metro Station Facilities for the improvements shown to be constructed with the Metro Station Facilities. The general location of the pedestrian connections to each Plaza associated with a particular phase/building is as set forth in the CDP/FDP.

76. Plaza Access Management Plan. Prior to the issuance of the Non-RUP for the Metro Station Facilities, the Applicant will implement a Plaza Access Management Plan to grant public access and to provide safe access and use of each Plaza to all persons by seeking to minimize the number of vehicles on the Plazas while preserving vehicular access. The plan shall be submitted to FCDOT and the Zoning Administrator for approval consistent with the parameters set forth in this Proffer. The plan will be provided as a supplement to office and retail leases and to residential/rental materials and will be posted on the project's or property manager's website. The Plaza Access Management Plan will be included in the packages of informational materials referenced in the TDM Plan.

77. Means of Enforcing Restrictions. Restrictions on accessing the Plazas are to be enforced by the deployment of physical barriers and/or on-site personnel.

A. Physical barriers will consist of any combination of the following (or new technology as it becomes available): removable bollards, retractable bollards, temporary barriers, stanchions and gates, as discussed and illustrated in the Design Guidelines.

B. On-site personnel will be deployed when access to any Plaza is restricted, except during times when it completely closed through the use of physical barriers (as described above). When deployed, the on-site personnel will be readily visible to those trying to access the particular Plaza. The on-site personnel will be provided heat/shelter, during times of inclement weather, to ensure that they are able to remain in appropriate position to manage traffic accessing the Plaza.

78. Other Means of Minimizing Vehicular Use of the Plazas. In addition to the foregoing restrictions on access, the Applicant may employ other means to minimize the number of vehicles on each Plaza, but such means shall be consistent with the Design Guidelines.

79. Signage. Signage will address Plaza access, as appropriate, will be easily seen and informative and will be consistent with the design in any subsequently-approved Comprehensive Sign Plan and the Design Guidelines.

80. Communications. Regular communications to residents and tenants regarding upcoming events and temporary closures will be provided via temporary signage, fliers, website postings, social media tools and other messaging tools.

81. Deliveries.

A. The Applicant shall endeavor to have all regularly scheduled deliveries directed to the designated service loading and receiving locations elsewhere on the project, and not in the Plazas.

B. Notwithstanding the above, the Applicant shall work with tenants, to the maximum extent practicable, to seek to ensure that the number of delivery trucks on any Plaza at any time shall be no more than three (3) and that deliveries shall not occur on the Metro Plaza during peak hour times for the Metrorail.

C. All office move-ins will be done through the garage loading docks.

82. Plaza Management Exceptions.

A. This will not preclude the Applicant from operating small service vehicles or passenger jitneys which would be appropriate on a sidewalk or surface other than a travel way in the ordinary course of property management, including without limitation to ferry users around the Plazas.

B. Subject to the requirements of any public access easement granted pursuant to Proffer 17, nothing in this Proffer, or the Plaza Access Management Plan will prohibit the Applicant from providing greater access restrictions or from closing

all or any portion of the Plaza on a temporary or periodic basis, provided that access to the Metro Station and the Metro Station Facilities shall not be closed.

83. Amenities and Facilities for Residents.

A. The Applicant shall provide, as part of any residential building, facilities designed to meet the onsite recreational needs of the future residents of such building, including, but not limited to exercise rooms, swimming pools, activity courts, club rooms, meeting rooms, media centers and cyber cafes.

B. Pursuant to Paragraph 2 of Section 6-110 and Paragraph 2 of Section 16-404 of the Ordinance regarding developed recreational facilities, the Applicant shall expend a minimum of \$1,700.00 per market-rate residential unit on such recreation facilities. In the event the total cost of the recreational improvements constructed on the Property is demonstrated to be less than \$1,700.00 per unit for a particular residential building, the Applicant shall provide the remainder in a cash contribution to the FCPA for the development of active recreational facilities in the vicinity of the Property prior to the issuance of the final RUP for the particular building.

84. Parks Contribution. Prior to the issuance of the first RUP for a multi-family residential building in the development, the Applicant shall contribute \$500,000.00 to the Fairfax County Park Authority to be used for park, trail and athletic field improvements in the vicinity of the Property, intended to serve the future residents, as determined by the Fairfax County Park Authority in consultation with the Supervisor for the Dranesville District. Prior to the approval of the first site plan for an office building in the development, the Applicant shall contribute \$250,000.00 to the Fairfax County Park Authority to be used for park, trail and athletic field improvements in the vicinity of the Property, intended to serve the future office tenants and employees, as determined by the Fairfax County Park Authority in consultation with the Supervisor for the Dranesville District. The two (2) public parks monetary contributions described above shall escalate from the date of the approval of this Application to the date of payment in accordance with Proffer 94.

SCHOOLS

85. Public School Contribution. Per the Residential Development Criteria Implementation Motion adopted by the Board of Supervisors on September 9, 2002, and Criterion effective January 7, 2003, as adjusted, the Applicant shall contribute \$10,825.00 per expected new student (assuming a ratio of 0.106 students per residential unit) to the Fairfax County School Board to be utilized for capital improvements to schools that any students generated by the Property will attend. Such contribution shall be made prior to the issuance of the first RUP for each residential building and shall be based on the actual number of dwelling units built in each building.

86. Adjustments to School Contribution. If, prior to site plan approval for the respective residential buildings, the County should modify the accepted ratio of students per subject multi-family unit or the amount of the contribution per student, the amount of the

contribution shall be modified for that building to reflect the current ratio and/or contribution. If the County should decrease the ratio or contribution amount, the amount of the contribution shall be decreased to reflect the current ratio and/or contribution.

WORKFORCE HOUSING

87. ADUs. If required by the provisions of Part 8 of Article 2 of the Ordinance, Affordable Dwelling Units (“ADUs”) shall be provided pursuant to said regulations unless modified by the ADU Advisory Board.

88. Workforce Dwelling Units (“WDUs”). The number of WDUs to be provided on the Property shall be equal to 15.6% of all dwelling units to be constructed on the Property. The WDUs shall be administered as set forth in the Board of Supervisors Workforce Dwelling Unit Administrative Guidelines adopted October 15, 2007.

89. Non-Residential Contribution for Workforce Housing. For all non-residential development, excluding commercial retail/services and public uses, the Applicant shall select, within its sole discretion, one of the following two options for contributing toward the provision of affordable and/or workforce housing within the greater Herndon and Dulles areas. These contributions shall be made to the Board of Supervisors, be deposited in a specific fund to be used solely for this purpose within the greater Herndon and Dulles areas, and shall be payable at the time of issuance of the initial Non-RUPs for office buildings or the hotel on the Property, excluding any ground floor retail/service uses and public uses; provided that if any ground floor retail/service use utilizes space above the ground floor (e.g., a two-level eating establishment), then such upper floor space shall also be excluded. The options shall consist of either (i) a one-time contribution of \$3.00 for each square foot of GFA of office or hotel use, or (ii) an annual contribution of \$0.25 for each square foot of GFA of new office or hotel use continuing for a total of sixteen (16) years. Should the Board of Supervisors adopt new policies for affordable housing contributions by non-residential developments in the greater Herndon and Dulles areas, the Applicant may, within its discretion, elect to comply with these policies in lieu of the contributions described herein without the necessity of a CDPA, PCA or FDPA.

NOISE ATTENUATION FOR RESIDENTIAL USES

90. Noise Study. The Applicant commits to meeting the Comprehensive Plan guidance which ensures that no new residential use shall be exposed to transportation generated noise levels in excess of 45 decibels for interior areas and 65 decibels for outdoor recreation areas. The Applicant shall provide an acoustical analysis which evaluates existing and future traffic and transit conditions and noise sources at least twenty-five (25) years into the future. If the noise study concludes that the new residential building will be affected by noise levels that require mitigation, then at the time of site plan submission, the Applicant shall submit a refined acoustical analysis. The refined acoustical analysis will incorporate findings from a building shell analysis based on the building plans to determine the appropriate noise attenuation measures. Such acoustical analysis shall be submitted to EDRB and DPWES for review. Based on the findings of that report, the Applicant shall show any noise impacted units on the site plan and shall provide the following noise attenuation measures, unless otherwise modified by the findings of the analysis.

A. In order to reduce interior noise to a level of approximately 45 dBA Ldn, dwelling units anticipated by the study to be impacted by traffic noise through windows and walls having levels projected to be greater than 70 dBA Ldn shall employ the following acoustical measures:

i. Exterior walls shall have a laboratory sound transmission class ("STC") rating of at least 45. Doors and glazing shall have a laboratory STC rating of at least 37 unless glazing constitutes more than 20% of any façade exposed to noise levels above 70 dBA Ldn. If glazing constitutes more than 20% of an exposed façade, then the glazing shall have a STC rating of up to 45 as dictated by the percent of glass.

ii. All surfaces shall be sealed and caulked in accordance with methods approved by the American Society for Testing and Materials ("ASTM") to minimize sound transmission.

B. In order to reduce interior noise to a level of approximately 45 dBA Ldn, dwelling units anticipated by the study to be impacted by highway noise having levels projected to be between 65 and 70 dBA Ldn, shall be constructed with the following acoustical measures:

i. Exterior walls should have a laboratory STC rating of at least 39. Doors and glazing shall have a laboratory STC rating of at least 28 unless glazing constitutes more than 20% of any façade exposed to noise levels of 65 to 70 dBA Ldn. If glazing constitutes more than 20% of an exposed façade, then the glazing shall have a STC rating of up to 39 as dictated by the percent of glass.

ii. All surfaces should be sealed and caulked in accordance with methods approved by the ASTM) to minimize sound transmission.

C. The Applicant shall provide noise attenuation measures as determined necessary from the acoustical analysis to ensure that traffic and transit related noise shall not exceed 65 decibels in the outdoor recreation areas.

D. Future residential tenants shall be provided full disclosure of the proximity to Dulles Airport and the potential of hearing airplane flyovers at this site even though the airplane noise levels do not exceed the noise threshold recommended by the FAA and the County.

COMMUNITY ASSOCIATION

91. Establishment of COA. Prior to issuance of the first RUP or Non-RUP for a new permanent building (excluding the Metro Station Facilities), the Applicant shall establish a "Community Association" in accordance with Virginia law. Such Community Association may consist of an umbrella owners association for the entire Property, as well as individual sub-associations or condominium owners' associations ("COAs") formed for specific buildings or groups of buildings. At a minimum, each COA, all owners of residential units (unless represented by and included in a COA) and the owners of each multi family, office and/or hotel

building shall be members of the Community Association. The Community Association shall be responsible for the obligations specifically identified as its obligations in these Proffers, including, but not limited to, implementation of the TDM program, maintenance of the private streets (including the Private Drive) and pedestrian areas, maintenance of the publicly-accessible park areas, and notification obligations. Such governance documents shall be submitted to the Office of the County Attorney to ensure they provide for the various proffers and maintenance obligations not otherwise covered by separate agreement with the County or VDOT.

MISCELLANEOUS

92. Tax District Buyouts for Certain Residential Uses. Within sixty (60) days after the approval of the Rezoning application, the Applicant shall provide a written notice to the Director of the Real Estate Division of the Fairfax County Department of Tax Administration requesting a lump sum payment amount that represents the County's estimate of the present value of the future special improvements taxes that would have been payable to the Route 28 Highway Transportation Improvement Tax District ("Route 28 Tax District") attributable to the portion of the Property under the current PDC zoning classification and hereby rezoned to the PRM district to be developed for residential rental or condominium use. Such amount shall be determined in accordance with the formula and provisions as adopted by the Board of Supervisors for optional residential development within the Route 28 Tax District pursuant to Section 15.2-4608 of the Code of Virginia. After such payment, the portion of the Property used for residential uses shall not be subject to the applicable special improvement taxes for the Route 28 Tax District until and unless such land is thereafter developed with non-residential uses. Any special improvement taxes previously paid in the year the application is approved shall be credited towards the one-time payment on a prorated basis.

Further, at least sixty (60) days prior to recording any final residential condominium documents for portions of the Property located within the now existing Phase II Dulles Rail Transportation Improvement District (the "Phase II District"), the Applicant shall provide a written notice to the Director of the Real Estate Division of the Fairfax County Department of Tax Administration advising that the Applicant intends to record condominium documents for that portion of the Property. Prior to recording the condominium documents, the Applicant shall pay to the County a sum equal to the then-present value of Phase II District taxes based on the use of that portion of the Property subject to the condominium prior to this Rezoning that will be lost as a result of recording the condominium documents, in accordance with a formula approved by the Fairfax County Board of Supervisors.

93. Severability. Pursuant to Section 18-204 of the Ordinance, any portion of the Property may be the subject of a PCA, SE, Special Permit ("SP"), CSP or FDPA without joinder and/or consent of the title owner of the other portions of the Property, provided that such PCA, SE, SP, CSP or FDPA does not materially adversely affect the other phases. Previously approved zoning applications applicable to the balance of the Property that is not the subject of such a PCA, SE, SP, CSP or FDPA shall otherwise remain in full force and effect.

94. Adjustment in Contribution Amounts. All proffers specifying monetary contributions shall adjust on a yearly basis from the base year of 2014 and change effective each January 1 thereafter, based on changes in the Consumer Price Index for all urban consumers (not

seasonally adjusted) ("CPI-U") in effect in January of each year, as permitted by Section 15.2-2303.3 of the Code of Virginia.

95. Site Excavation and Blasting. If blasting is required on-site, the Applicant shall ensure that blasting is done pursuant to Fairfax County Fire Marshal requirements and all safety recommendations of the same, including without limitation, the use of blasting mats. In addition, the Applicant shall:

A. Retain a professional consultant to perform a pre-blast survey of each on-site and off-site building, to the extent that any of these buildings are located on the properties within two hundred and fifty (250) feet of the blast site;

B. Prior to any blasting being done, the Applicant shall provide written confirmation to DPWES that the pre-blast survey has been completed and provide a copy of the survey to Fairfax County upon request;

C. Require the blasting consultant to request access to any houses, wells, buildings, or swimming pools, by notification to the owners within two hundred and fifty (250) feet of the blast site. If permitted by the owner, determine the pre-blast conditions of these structures. The Applicant's consultant will be required to give a minimum of fourteen (14) days' notice of the scheduling of the pre-blast survey. The Applicant shall provide any property owners entitled to pre-blast inspections, the name, address and phone number of the blasting contractor's insurance carrier;

D. Require its consultant to place seismographic instruments prior to blasting to monitor shock waves. The Applicant shall provide seismographic monitoring records to County agencies upon their request;

E. Notify property owners within two hundred and fifty (250) feet of the blast site at least ten (10) days prior to blasting; no blasting shall occur until such notice has been given;

F. Upon receipt of a claim of actual damage resulting from said blasting, the Applicant shall cause its consultant to respond within five (5) days of meeting at the site of the alleged damage to confer with the property owner;

G. The Applicant will require blasting subcontractors to maintain necessary liability insurance to cover the costs of repairing any damages to structures, which are directly attributable to the blasting activity and shall take necessary action to resolve any valid claims in an expeditious matter; and

H. The consultant shall be required to provide an analysis of the potential for gas migration from the site to the Fire Marshal for review and approval prior to blasting. Appropriate gas migration mitigation and/or notification pursuant to County regulations shall be implemented.

96. Construction Management. The Applicant shall prepare and implement a construction management plan during construction of each phase, as appropriate, to provide safe

and efficient pedestrian and vehicle circulation at all times on the Property and on the public roadways adjoining the Property. The management plan shall identify anticipated construction entrances, construction staging areas (including one for the Metro Station), construction vehicle routes and procedures for coordination with FCDOT and/or VDOT concerning construction material deliveries, lane or street closures, or other construction related activities to minimize disturbance on the surrounding road network. Construction staging areas shall be screened and landscaped as depicted on Sheet L-4A of the CDP/FDP, provided that any interim screening shall not be located within any sight distance triangle. The management plan shall be prepared by a qualified professional and submitted for review and comment to VDOT, FCDOT and DPWES upon submission of the initial site plan for each building.

97. Universal Design. A minimum of one percent (1%) of the total multifamily dwelling units shall be designed and constructed to include a selection of universal design features and options, as determined by the Applicant, which may include, but shall not be limited to, seat areas in master bath showers, lever type door handles, slip resistant flooring, optional hand held shower heads, and optional front load washers and dryers.

98. Zoning Administrator Consideration. Notwithstanding the foregoing, upon demonstration that despite diligent efforts or due to factors beyond the Applicant's control, proffered improvements such as, but not limited to, transportation, publicly accessible park areas, athletic fields, trail connections, and offsite easements, have been delayed (due to, but not limited to, an inability to secure necessary permission for utility relocations, VDOT approval for traffic signals, necessary easements and/or site plan approval, etc.) beyond the timeframes specified, the Zoning Administrator may agree to a later date for completion of these Proffered improvement(s).

99. Successors and Assigns. These Proffers will bind and inure to the benefit of the Applicant and their successors and assigns. Each reference to "Applicant" in this Proffer statement shall include within its meaning and shall be binding upon Applicant's successor(s) in interest and/or the owners from time to time of any portion of the Property during the period of their ownership. Once portions of the Property are sold or otherwise transferred, the associated proffers become the obligation of the purchaser or other transferee and shall no longer be binding on the seller or other transferee. With respect to any portion of the Property subject to a COA, the COA shall have liability for performance of any applicable proffers, but not the individual condominium owners.

100. Counterparts. These Proffers may be executed in one or more counterparts, each of which when so executed shall be deemed an original and all of which when taken together shall constitute but one and the same instrument.

[Signatures on next page]

Nugget Joint Venture, L.C.
RZ 2009-HM-017
Tax Map: 15-2((1)) Parcel (13 pt.),
Tax Map: 15-4((5)) Parcel 5B and Parcel 5A (pt.)

Signature Pages to Proffer Statement

**TITLE OWNER OF TAX MAP NO. 15-2 ((1)) 13 (pt.)
and 15-4 ((5)) 5A (pt.):**

NUGGET JOINT VENTURE, L.C.

By: **ALLEN & ROCKS, INC.**, its manager


By: 
Nicholas P. H. Rocks, President

Nugget Joint Venture, L.C.
RZ 2009-HM-017
Tax Map: 15-2((1)) Parcel 13 (pt.),
Tax Map: 15-4((5)) Parcel 5B and Parcel 5A (pt.)

Signature Pages to Proffer Statement

TITLE OWNER OF TAX MAP NO. 15-4 ((5)) 5B:

BOARD OF SUPERVISORS OF FAIRFAX COUNTY

By: 
Edward L. Long, Jr.

Its: County Executive

EXHIBITS

- Exhibit A Metro Plaza Stormwater Management Alternative Plan
- Exhibit B Design Guidelines

EXHIBIT A

Metro Plaza Stormwater Management Alternative Plan

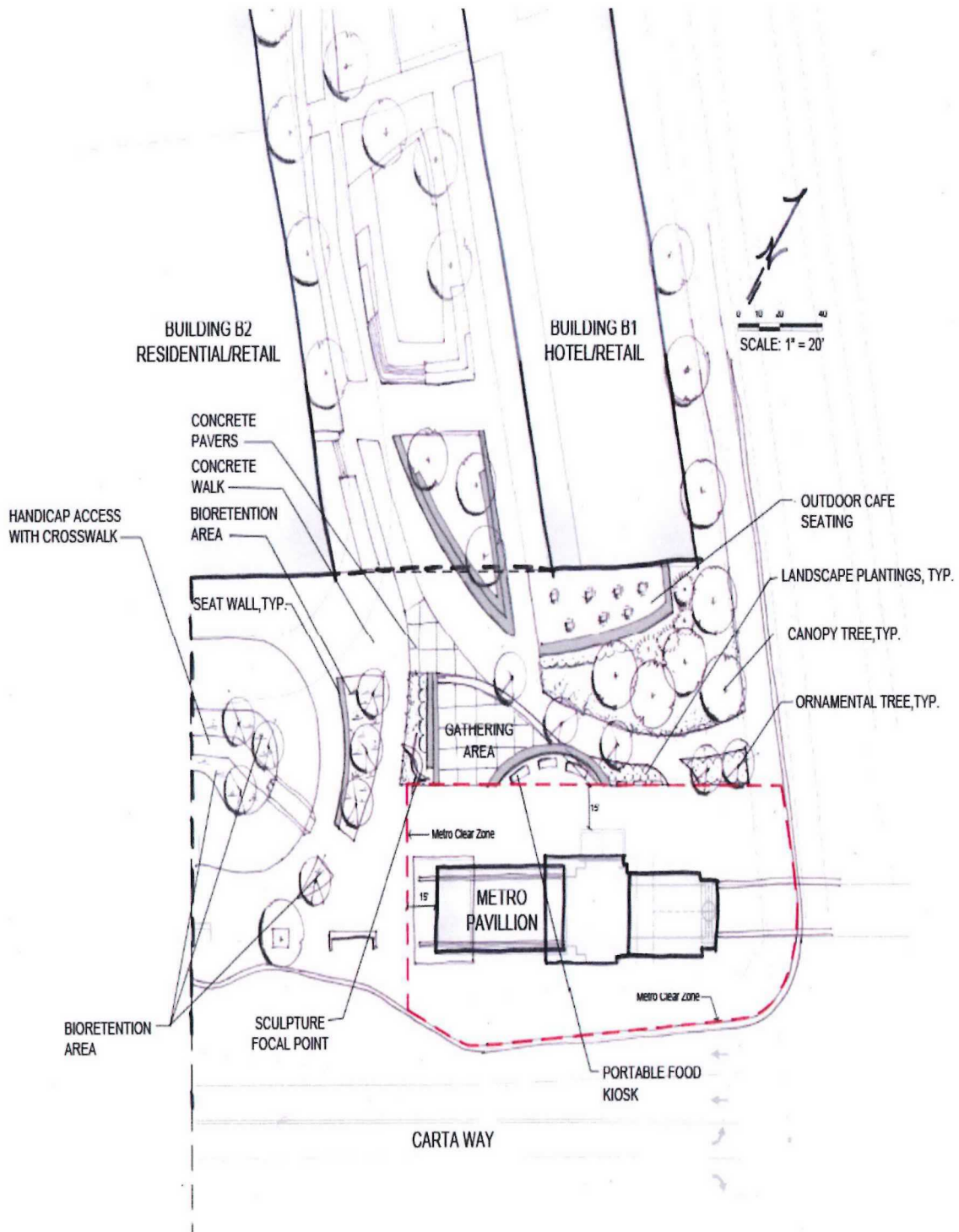


EXHIBIT B

Design Guidelines

EXHIBIT B

ROCKS
ENGINEERING COMPANY
REAL ESTATE DEVELOPERS SINCE 1958

PROPOSED DESIGN GUIDELINES FOR INNOVATION CENTER SOUTH AND THE INNOVATION CENTER STATION GARAGE



dcs DAVIS
DESIGN CARTER
SCOTT

 **Dewberry**


LSG LANDSCAPE
ARCHITECTURE

APRIL 28, 2014

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APRIL 28, 2014



VISION FOR INNOVATION CENTER SOUTH:

A TWENTY-FIRST CENTURY
TRANSIT-ORIENTED DEVELOPMENT



1960 GALLOWS ROAD
SUITE 300
VIENNA, VIRGINIA, 22182
T: 703 915 3383



1676 INTERNATIONAL DRIVE
SUITE 500
MCLEAN, VIRGINIA, 22102
T: 703 556 9275



8401 ARLINGTON BOULEVARD
FAIRFAX, VIRGINIA, 22031
T: 703 849 0518

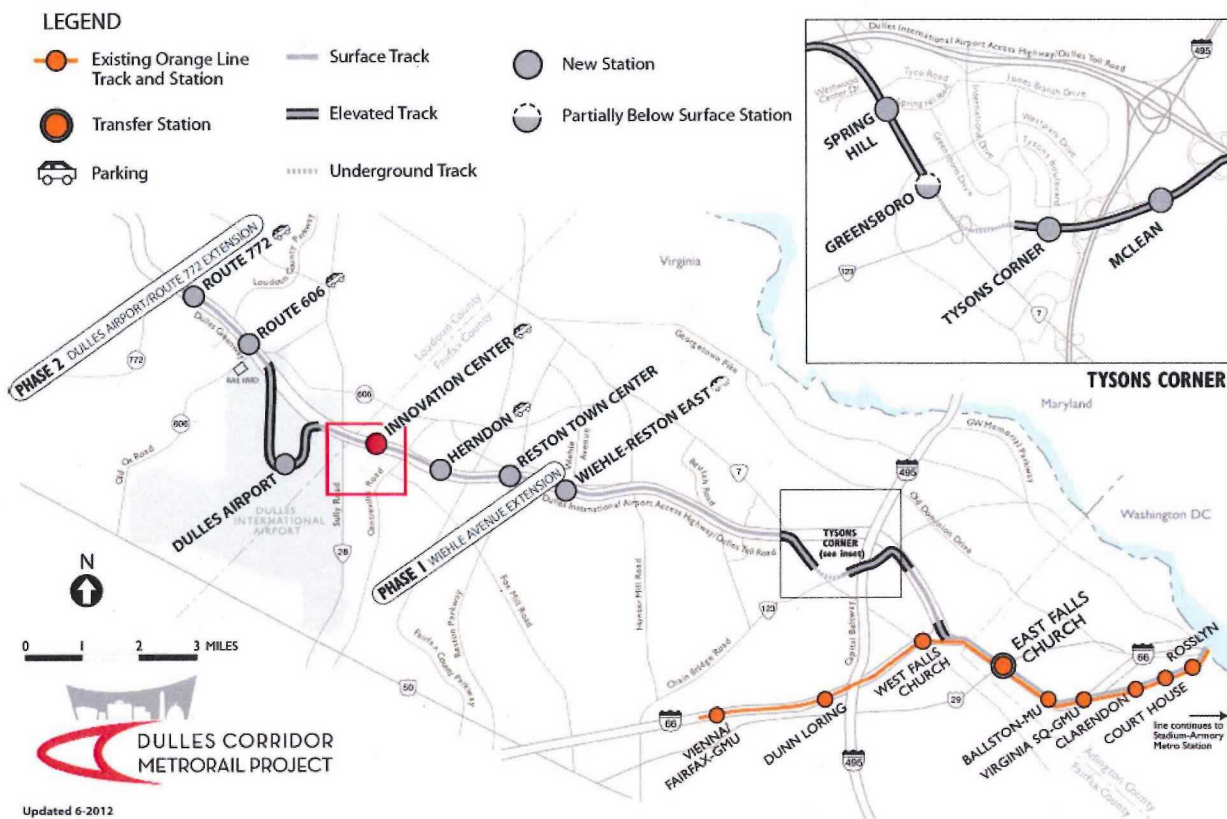


1919 GALLOWS ROAD
SUITE 110
VIENNA, VIRGINIA, 22182
T: 703 821 2045

PROPOSED DESIGN GUIDELINES FOR **INNOVATION CENTER SOUTH AND THE INNOVATION CENTER STATION GARAGE**

TABLE OF CONTENTS	1
INTRODUCTION	3
DEVELOPMENT GOALS	4
DEVELOPMENT SUMMARY	5
FRAME WORK PLAN	9
CONNECTIVITY	11
DESIGN STANDARDS	12
OVERVIEW	12
TYPICAL ARCHITECTURAL ELEVATIONS	14
PLAZAS, OPEN SPACES AND FOCAL POINTS (General)	16
METRO PLAZA SPECIFIC GUIDELINES	18
METRO PLAZA PEDESTRIAN CIRCULATION	22
PHASE I INTERIM IMPROVEMENTS	24
POCKET PARK SPECIFIC GUIDELINES	26
URBAN PARK SPECIFIC GUIDELINES	28
STREETSCAPE / PEDESTRIAN WALKWAY DESIGN	30
PLANT MATERIALS	36
PUBLIC ART	37
BICYCLE ACCESS / PARKING	38
LIGHTING	39
CHARACTER OF BUILDINGS	40
SPECIFIC BUILDING TYPOLOGIES	42
Type 1 – Low Rise Residential (Six Floors or Less)	42
Type 2 – Mid to High Rise Residential (Seven Floors or More)	45
Type 3 – Commercial Office	46
Type 4 – Hotel	48
TYPE 5 - Garages	48
TEMPORARY RETAIL	49
AWNINGS & CANOPIES	50
BANNERS	51
SIGNAGE	52
MECHANICAL EQUIPMENT	53
FENCES, WALLS, & SECURITY GATES / BARRIERS	54
FLAG POLES & FLAGS	55

INNOVATION CENTER ON SILVER LINE



INNOVATION CENTER SOUTH SITE

INTRODUCTION

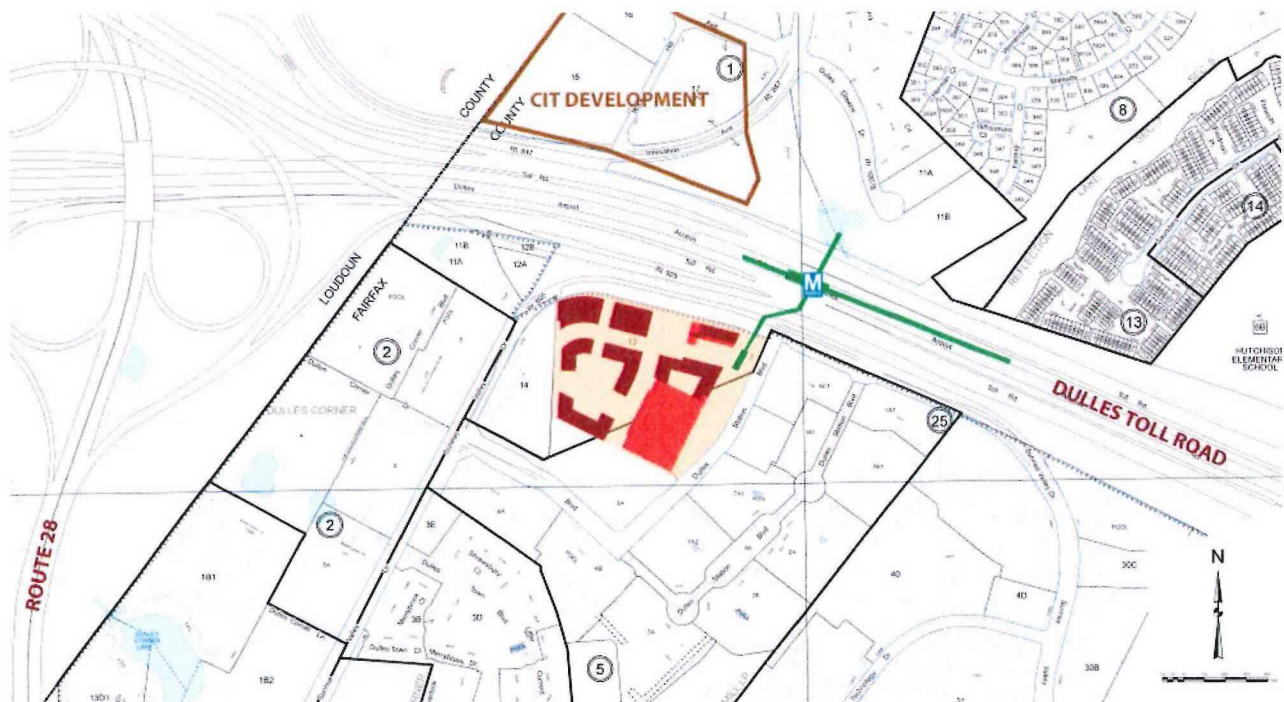
Innovation Center South is planned to be a transit-oriented, mixed use development providing a high quality built environment.

This 14.68 acre site is located in Fairfax County, Virginia and is directly adjacent to the planned Innovation Center Metro Station. Dulles Airport, one of the major economic engines of Northern Virginia and the Washington Metropolitan area as a whole, will be the next Silver Line station to the west and is also easily accessible via automobile.

The site enjoys close proximity to Route 28 and the Dulles Toll Road (Route 267), two of the most important highways in the region.

The Center for Innovative Technology (CIT), a driving force in the technology sector of the Virginia economy, is opposite Innovation Center South. The pedestrian bridges being constructed as part of the Silver Line will provide a direct connection between CIT and Innovation Center South.

The project is comprised of residential, office, retail, hotel uses and controlled parking facilities as well as a large public garage that will serve as a major park and ride facility for Metro's Silver Line. In conjunction with the Innovation Center Metro Station, the concomitant bus and other commuter facilities will make Innovation Center South into a major transit hub for this portion of Fairfax County.



INNOVATION CENTER SOUTH SITE

INNOVATION CENTER MASTER PLAN



DEVELOPMENT GOALS

Development of Innovation Center South will accomplish the following goals:

- ❖ Establish a new “place” where residents, guests, workers, commuters, shoppers and diners can interact in a vibrant plaza venue and gain access directly to the Innovation Metro Station.
- ❖ Provide for increased connectivity to adjoining developments.

- ❖ Provide a compact, walkable public realm with gracious plazas and streetscape as well as access to the Innovation Metro Station and Garage, enhanced by retail and restaurant establishments where appropriate.
- ❖ Create programmable spaces within the principal plazas that can serve as a dynamic venue for a variety of events and public uses.
- ❖ Incorporate high levels of architectural and urban design into the project that is consistent from phase I to final development phase.

DEVELOPMENT SUMMARY

The total Gross Floor Area (GFA) proposed for Innovation Center South is (up to 1,646,041 SF) which averages up to 3.0 FAR as allowed under the requested PRM zoning category and in conformance with the 3.0 FAR recommended in the Comprehensive Plan. While embracing flexibility in order to be able to respond to market demand, the proffers and Conceptual Development Plan/Final Development Plans will (CDP/FDP) also ensure a balanced community with a development framework that includes the following components:

- ❖ A 2108 space garage to serve the Metro Station. [C1]
- ❖ A Kiss and Ride facility
- ❖ 4 Bus Bays
- ❖ Bicycle Facilities
- ❖ A strikingly designed plaza adjacent to the Metro Pavilion
- ❖ Two office buildings [A1, A2]
- ❖ A hotel [B1]
- ❖ Low and high rise residential [A3, A4, B2, D1]
- ❖ High quality retail
- ❖ An inviting and highly walkable streetscape
- ❖ A combination of on-street, underground and structured parking
- ❖ New public streets and private roads

MASSING MODEL - VIEW FROM SOUTH



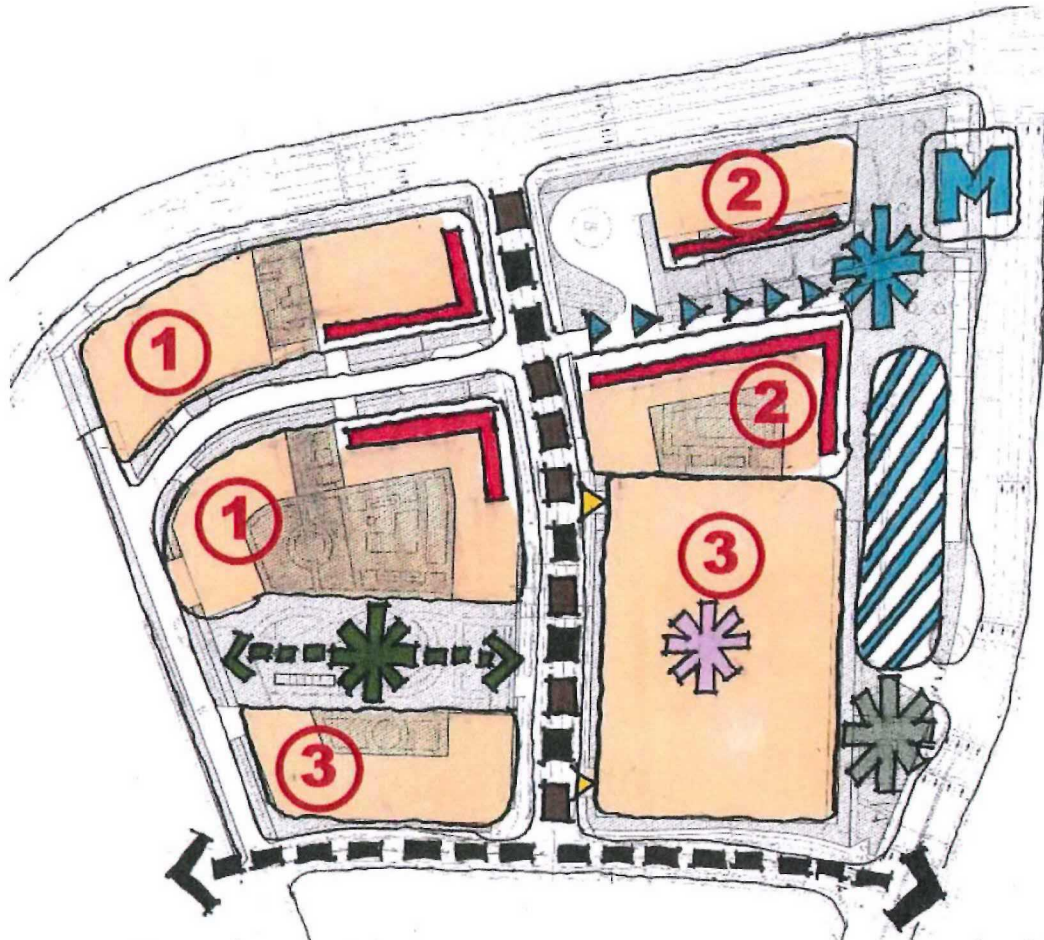
MASSING MODEL - VIEW FROM CARTA WAY
















APRIL 28, 2014



AERIAL VIEW FROM TOLL ROAD

FRAMEWORK PLAN



- | | |
|---|--|
|  Pocket Park |  METRO |
|  Metro Signage Entries |  Kiss & Ride |
|  New N/S Collector |  Metro Garage |
|  New E/W Collector |  Urban Park |
|  Height Zone 1 up to 180' |  Metro Plaza |
|  Height Zone 2 up to 120' |  Main Pedestrian Connection to Metro |
|  Height Zone 3 up to 90' |  Height Zone |
| |  Retail Frontage |

FRAMEWORK PLAN

The Framework Plan illustrates the principal concepts underlying the design of Innovation Center South. The tallest buildings (Height Zone 1 (up to 180')) are located on Sunrise Valley Drive away from lower rise residential areas. Height Zone 2 (up to 120') provides a tapering effect towards the lower rise development to the east and south. The lowest buildings in Innovation Center South, in Height Zone 3 (up to 90'), are adjacent to the existing and proposed low rise residential development.

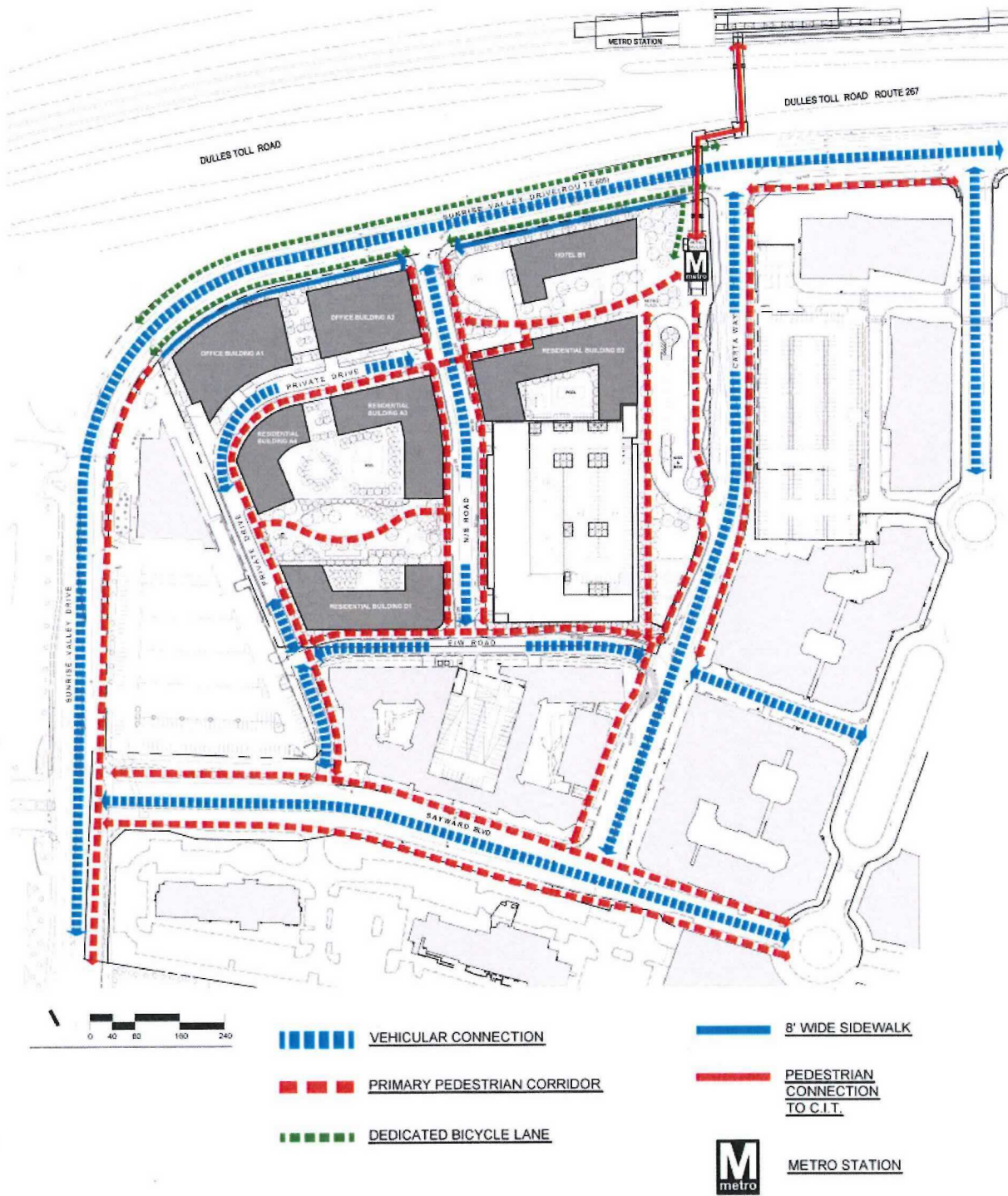
Tapering towards the south brings light and air to the interior spaces and creates compatibility with the proposed residential development to the south side. The Metro Plaza opens up to the elaborate landscape of the metro park between the hotel and the residential tower.

The exposure on Toll Road creates opportunity for major corporate headquarters and upscale hotel. A formal plaza in front hotel main entrance establishes a gateway to the development and opens long views into and from this mixed use complex.

Retail development is concentrated on either side of the major pedestrian access to the Metro Plaza and on the street leading up to it. Major parking and loading for the Metro Garage and other parts of the development occurs on the new North/South street. The triad of principal open spaces (Metro Plaza, the Pocket Park and the Urban Park) will each have their own character as defined in these guidelines and each will make a unique contribution to the public realm.

A grid pattern of streets with high quality streetscape elements knits the whole composition together while the new East/West street offers the opportunity to create connections to adjacent properties so that Innovation Center South can serve as a catalyst for the creation of a larger urban sector.

CONNECTIVITY



Future Development will be integrated to the existing grid and will be well connected with adjacent properties.

CONNECTIVITY

- ❖ The new North/South and East/West roads are connected to the existing road network and are intended to be primarily internal roads. Private Drive terminates at the New North/South Road and is envisioned as a pedestrian friendly street lined with retail and parallel parking on both sides. The Metro Plaza will serve as a focal point for both vehicular and pedestrian activity.
- ❖ Primary pedestrian connections are located along wide, well lit sidewalks accentuated by shade trees and street furniture. These features will also be integrated into the parks and public plazas, providing a safe and inviting environment for residents and visitors.
- ❖ Innovation Center South is connected to C.I.T. and new development on the north side of the Dulles Toll Road via an elevated pedestrian connection that passes through the Metro Station.
- ❖ A dedicated bicycle lane on Sunrise Valley Drive, with generous bicycle parking throughout the site and inside the parking garages, will encourage bikes as a viable alternative to automotive vehicles.
- ❖ The 8' wide sidewalk along Sunrise Valley Drive will be connected in the future with a wider network of pedestrian trails throughout Fairfax County.

DESIGN STANDARDS

OVERVIEW

Effective design guidelines define what is important to achieve from a civic perspective. The project is comprised of residential, office, retail, hotel uses and controlled parking facilities as well as a large public garage that will serve as a major park and ride facility for Metro's Silver Line. When using these guidelines to review, develop or alter a project within Innovation Center South it is as important to look to the intent of the recommendation as to the specific provisions. Thus, these guidelines are intended to create a framework for future decisions regarding the built environment in Innovation Center South that allows for flexibility and creativity.

To help establish this intent, the following is a partial list of common elements which occur in the urban environment with guideline statements that will aid both the County and the developer during the creation of Innovation Center South.



VIEW FROM METRO PAVILLION

AERIAL PERSPECTIVE FROM CARTA WAY



With the exception of the Metro Garage, all 3492 cars that support the development are hidden under or behind the buildings leaving open areas for parks and plazas. The open areas are designed and programed with special care to become meeting and gathering spaces, to hold public events, or to provide adjacent retail with outdoor seating.



AERIAL PERSPECTIVE FROM SOUTH

TYPICAL ARCHITECTURAL ELEVATIONS



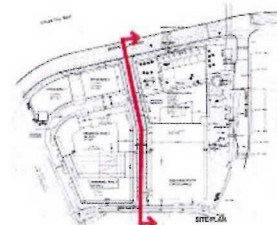
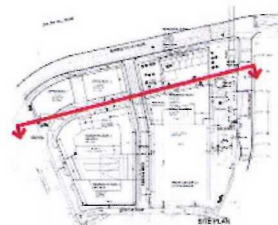
ELEVATION A



ELEVATION B

ELEVATION A

ELEVATION B



Buildings are designed with extensive glazing & other high quality finishes. Ground floors have higher floor to floor height. Non-reflective, clear glass is encouraged to allow for integration between interiors and the streetscapes in order to make the buildings inviting and open. Building scale and proportions are balanced by alternating the materials and articulation of exterior walls.

TYPICAL ARCHITECTURAL ELEVATIONS



ELEVATION C



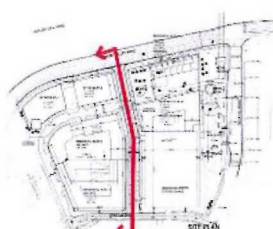
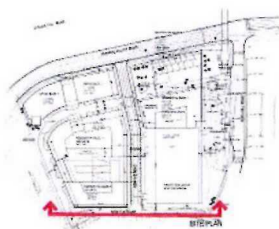
ELEVATION D

ELEVATION C

ELEVATION D

LEGEND

- 1 MASONRY / PRECAST
- 2 CLEAR GLASS
- 3 SPANDREL GLASS
- 4 ALUMINUM STOREFRONT
- 5 ARCHITECTURAL RAILING
- 6 METAL CANOPY
- 7 SIGNAGE
- 8 OVERHEAD DOOR
- 9 METAL TRELLIS
- 10 SYNTHETIC EIFS (STUCCO)
- 11 METAL PANELING



The dynamic skyline is achieved by higher corner elements, as well as higher parapets and architecturally integrated mechanical penthouses. Throughout whole development, the use of earth tones and complementary colors creates harmony between the various building types.

PLAZAS, OPEN SPACES, COURTYARDS AND FOCAL POINTS (General)

Plazas, open space and special amenities make important contributions to the quality of the built environment when properly designed.

They should be an integral part of the overall concept and be compatible with the design of adjacent buildings. These key components of the public realm should be visually linked by the streetscape elements to assist in wayfinding through Innovation Center South

The following general guidelines are intended to give direction to the design of these spaces whether public or private.

Specific guidelines for the Metro Plaza, immediately adjacent to the Metro Pavilion, the Urban Park of approximately 1 acre in the residential precinct and the Pocket park at the southern end of the Metro bus facility follow:

- ❖ Plazas should have ample provision for seating on planter and other walls as well as more traditional seating such as benches. Outdoor cafes should be encouraged.
- ❖ Highly landscaped residential courtyards should provide recreational facilities and amenities for the residents such as swimming pools, fire pits, exterior billiard tables, seating areas, etc.
- ❖ Landscape materials in plazas and open spaces should provide shade in summer and color throughout the year. Native landscape plantings should be used where practical.
- ❖ Where appropriate, quiet recreational facilities such as chess tables, art features, event spaces, multi-function lawns, bocce courts and playgrounds should be provided.

- ❖ Provision should be made for power, stage areas, sound systems and event lighting depending upon the character and purpose of the individual plaza or open space.
- ❖ Plazas should have central focal points of interest which help organize the space. This may be accomplished by public art, fountains and architectural features or the design of adjacent buildings.
- ❖ Landscape design, whether in public or private areas, should reinforce the architectural design objectives and screen views of parking areas, service areas, mechanical equipment, etc.
- ❖ In order to achieve a high quality pedestrian experience, kiosks should be located in a manner that does not impede the public way and utility zones should not be located in the center of the plaza.
- ❖ Open spaces should be visually linked by streetscape and other landscape elements to assist in wayfinding



PUBLIC PLAZA

METRO PLAZA SPECIFIC GUIDELINES

The Metro Plaza is the largest public open space within Innovation Center South and will serve as the social and civic heart of Innovation Center South. This is the place where major public events such as festivals, farmers markets and fairs will occur. It is also an urban place consisting of a variety of spaces that encourage both private contemplation and person to person interaction. Symbolically, it is the interface between the private and public spheres as exemplified by the Metro Station and the hotel site which frame the plaza. Over an acre of well-designed urban hardscape and landscape, Metro Plaza also establishes a formal gateway at the intersection of Sunrise Valley Drive and Carta Way. As Innovation Center South develops, the north and south edges of the Plaza will be defined by private buildings containing ground floor retail. This will not only help activate the space but will also enhance the character of the Plaza.



The Metro Pavilion will provide a visual terminus at the northeast corner of the Plaza while public art and other features will define the southern entry. The following primary design features characterize the Metro Plaza:

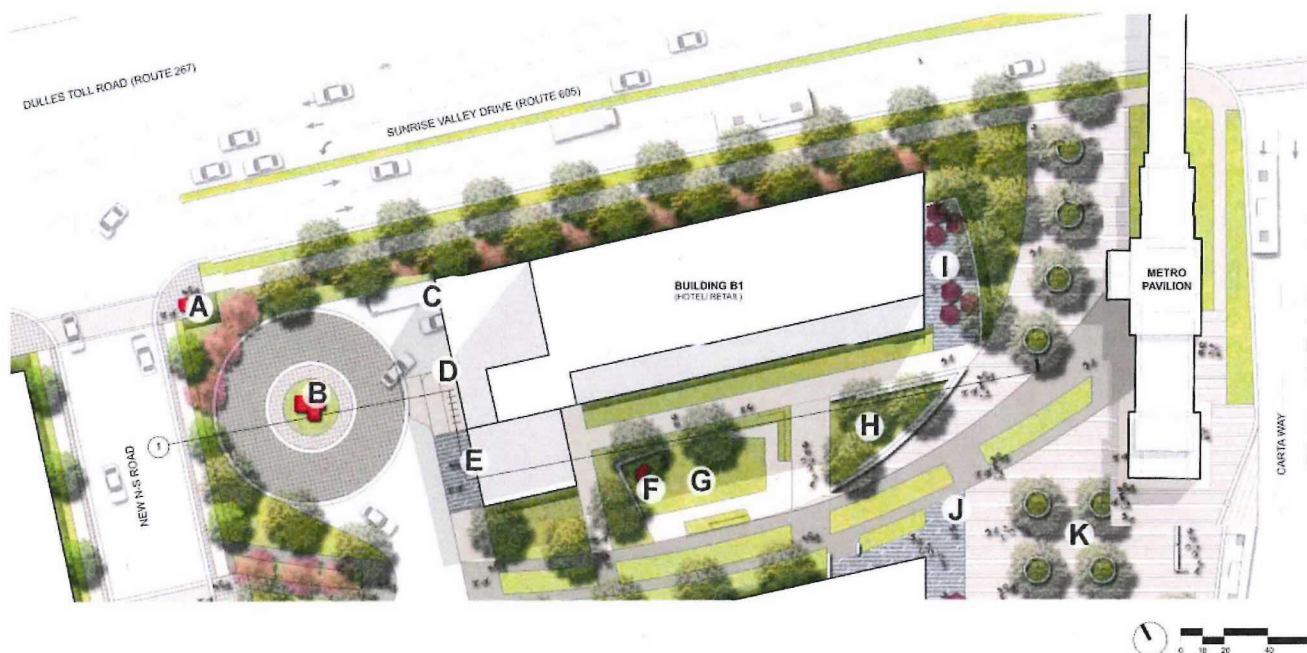
Building Frontages

The buildings (architecture, functionality and relation to the ground plane) should be designed to foster active use of the plaza and to be enticing and easily accessible to the surrounding community. A variety of design strategies including placement of public art, installation of awnings or other entry details and use of signage as allowed under the Zoning Ordinance and an adopted Comprehensive Sign plan may be used to enhance and enliven the pedestrian experience, create additional visual interest, denote locations of retailers and communicate project and Metro related information to pedestrians. Specific recommendations for these buildings and adjunct uses are contained in the Building Design Guidelines portion of this document.



STREET SCAPE

METRO PLAZA



METRO PLAZA POTENTIAL ACTIVITIES

SERVE AS A MAJOR TRANSIT CORRIDOR AND UNIQUE PLACE-MAKING PLAZA FOR CIVIC GATHERING AND COMMERCIAL SUPPORT ACTIVITIES SUCH AS SEASONAL DECORATIONS & PROGRAMS.

- SCULPTURE DISPLAY
- PICNICKING AND GATHERING SPACE
- MULTI-PURPOSE LAWN USE
- OUTDOOR RETAIL AREA
- METRO BIKE STORAGE
- HOTEL ROUNDABOUT

- A. SIGN
- B. FOCAL POINT
- C. LOADING AREA
- D. GARAGE ENTRANCE
- E. MAIN HOTEL ENTRANCE
- F. ART FEATURE
- G. MULTIFUNCTION LAWN
- H. EVENT SPACE
- I. OUTDOOR CAFE
- J. RETAIL SPACE
- K. WIFI BOOTH & CHARGING STATION



A. The quality of the Metro Plaza will color the perceptions of thousands of Metro riders, especially first time passengers. Creating an environment that is attractive, inviting and convenient will encourage Metro users to stay and experience all Innovation Center South has to offer. The inviting park, long vistas framed by Class A buildings with first floor retail and the other amenities in and near Metro Park will create a place that encourages engagement by all who pass through.

OUTDOOR FURNITURE



SEATING

The Metro Plaza will provide a pedestrian-oriented focal point for Innovation Center South as well as gathering spaces well designed access to the Metro Station. Elements of the design will include:

- ❖ An area of at least 5000 square feet suitable for performances, temporary displays, sculpture, etc. This is exclusive of any designated areas for temporary retail or kiosks.
- ❖ A variety of seating areas throughout the plaza, oriented toward restaurants with outdoor seating, as well as building entrances and other locations where seating would be convenient for broader public use. It is anticipated that both permanent and temporary seating will be provided.
- ❖ A public way identified with wayfinding to reach the Metro Station that will remain open during both special events and normal operations as defined in the proffers.
- ❖ Materials and design used for paving that help to visually differentiate Metro Plaza from surrounding streetscapes.

SEATING WALL

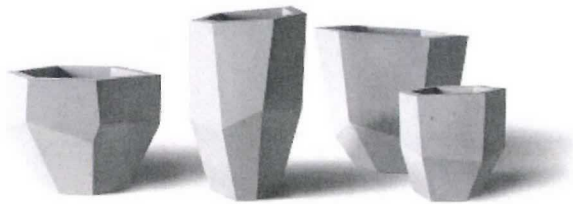
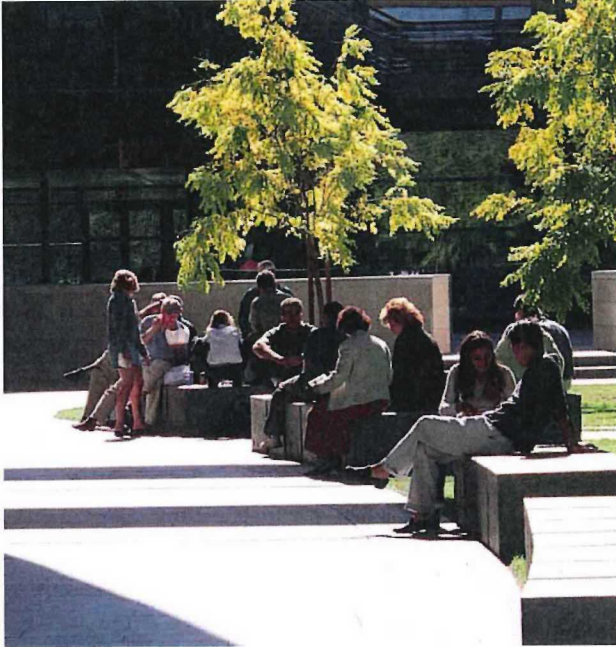


- ❖ Install lighting sufficient to create a safe and friendly pedestrian experience.
- ❖ Provide benches, planter walls and other types of seating, which are not oriented toward restaurant use, on the Metro Plaza. Such seating will be designed and sited to ensure that the Metro Plaza is welcoming, and supports the needs of Metro users as well as employees, residents and patrons of temporary retail/restaurant uses or kiosks.
- ❖ Designate areas that allow for seasonal activities such as open-air farmers' markets, art fairs, concerts, theaters, contests, holiday festivities and the like.
- ❖ Place signage in strategic locations to provide information such as times of operation, seasonal uses, Metro signage, way-finding and other site information (public and private). The design and placement of signage will be subject to the provisions of the Zoning Ordinance and the adopted Comprehensive Sign Plan for the project.



MARKETS AND SEASONAL EVENTS

SEATING WALL



PLANTERS

METRO PLAZA PEDESTRIAN CIRCULATION

The Metro Plaza prioritizes nonautomotive circulation, welcoming bicyclists and pedestrians from all directions to a protected space that provides access to adjoining buildings as well as the Metro Station. The retail component of each building and the Metro Pavilion create a public venue and community focus that is truly oriented to pedestrian use and access.

Except for food trucks or similar temporary retail and service facilities as may be allowed on the Plaza (please refer to the Temporary Retail portion of these guidelines), the vehicular access to the Plaza will be restricted to emergency services and maintenance. Access to the planned hotel's porte cochere and drop-off will be restricted through the use of dismountable bollards, signage, paving, operational controls or other methods to prohibit it from becoming an informal kiss and ride

Most of the Metro Plaza is only accessible by pedestrians. At build out, the ground plane of the Metro Plaza is to be treated with high quality materials that provide a mixture of color and texture that can be used to define particular gathering places and to guide circulation through the Metro Plaza. Examples

DECORATIVE PAVING

of these materials include brick or concrete pavers, cobblestones, ceramic pavers and brushed concrete among others. While interim treatment of portions of the Metro Plaza surface with stamped asphalt is acceptable where construction damage is anticipated, the area immediately next to the Metro Pavilion, to be constructed in conjunction with the Metro garage, will be finished in high quality paving materials as described above.

Bollards and/or planters may be used to restrict vehicular access. If these are used they should be attractive and coordinated with the high caliber design of the plaza paving, street furnitures and other features as well as the architecture of the adjacent buildings and street furniture. The Streetscape section of these Design Guidelines provides examples of acceptable products and materials. Metro Plaza lighting will accentuate the boundaries of the pedestrian-only areas, particularly for evening use of the Metro Plaza.

Bicycles may enter the Metro Plaza at pedestrian access points, and open air bicycle parking will be available in several locations. Bicycle parking will also be placed within the private and Metro garages in designated bicycle storage rooms so that bicycles may be secured indoors prior to entering the Metro Plaza. Please refer to the Bicycle Parking/ Access Section of these guidelines for further detail.



BOLLARDS

PHASE 1 INTERIM IMPROVEMENTS

By the commencement of passenger service on Phase 2 of the Silver Line, the Metro Pavilion pavilion, Metro Garage, Kiss and Ride and Metro Bus facility will be completed along with Carta Way, the new North/South street and the section of the new East/West street connecting Carta Way and the new North/South street. It is intended that Building B2 (residential/retail) will be constructed or under construction at the same time. This is important because the planned ground floor retail will not only enhance the physical connection between the Metro Garage and the Metro Pavilion but will also offer goods and services appealing to Metro riders. Additionally, the site of Building B1 (hotel/retail) provides the principal east west pedestrian connection between the rest of Innovation Center South and the Metro Station.

However, given the uncertainty of market conditions, it is possible that one or both buildings will not have been constructed or that construction will not be imminent. In that case interim improvements will be undertaken to insure the goal of providing a pleasing pedestrian environment for Metro users will be achieved. The building sites will be graded and planted with either lawn or another suitable ground cover such as a hardy sedum. Impervious walking paths will be constructed connecting Metro Plaza to the rest of the site. An area of approximately 5000 (minimum) square feet will be constructed on the eastern side of the B2 site. The exact size of the space to be determined as the design progresses and uses are further defined. The purpose of this space is to allow for a variety of functions and activities that will:

- ❖ Create a frame/edge for the sidewalk leading from the Metro Garage to the Metro Station entrance
- ❖ Accommodate food trucks and other temporary uses (please see that section of these guidelines for further information) that can cater to Metro riders and people in nearby developments.



RETAIL LINED SIDEWALK



- ❖ Provide a place where events such as musical performances or farmer's markets can take place

Physically this space will contain the following elements:

- ❖ Paved areas of sufficient strength to accommodate a limited number of food and farmer's trucks
- ❖ Quick growing landscape screening such as Leland cypress to create a visual edge for the space
- ❖ Movable planters that can assume various configurations depending on how the space is being used
- ❖ Bicycle racks
- ❖ At least one location with electrical outlets
- ❖ An area with tables and seating
- ❖ Trash Receptacles
- ❖ Attractive temporary Restrooms

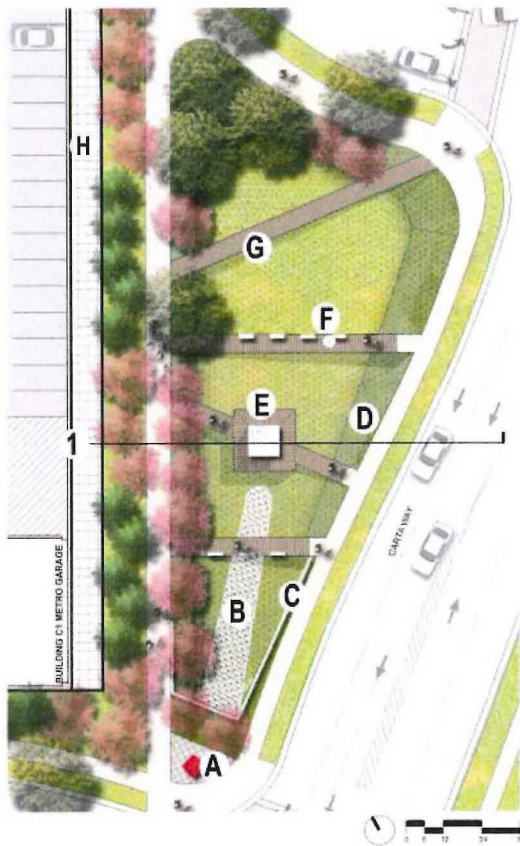


POCKET PARK SPECIFIC GUIDELINES

The Pocket Park will serve a number of different functions including: establishing a sense of entry into Innovation Center from the south; serving as a bio retention area; providing landscape screening for a portion of the Metro Garage; and creating a less active alternative to the Metro Plaza and Urban Park.

To fulfill these functions the Pocket Park should be designed as follows:

- ❖ Whenever possible use native plant materials, especially within the bio retention area. Informational signage should be installed that would inform passersby as to the purpose of the bio retention area and the importance of using native plants whenever possible.
- ❖ Provide connections either over or around the bio retention area that connect the sidewalks between the Metro Garage and Carta Way.
- ❖ Incorporate seating areas on the walkways and elsewhere. These should be positioned so that both sun and shade areas are available to users.
- ❖ Use public art, flag arrays, paving, lighting variations or some other special feature to establish an entry/focal point at the southern end of the site and to assist in wayfinding.
- ❖ Provide additional landscape along the Metro Garage side of the Pocket Park to soften the edge of the structure and to enhance the pedestrian experience.



POCKET PARK

THE SMALL SCALE PARK SPACE PROVIDES A SERIES OF BOARDWALKS AND INFORMATION KIOSK AND AN ART FEATURE. THE PLACE IS DESIGNED FOR CASUAL USE BY TRANSIT USERS AND IS SERVED AS A NEIGHBORHOOD PARK FOR DEMONSTRATING ON PROTECTION, PRESERVATION, AND SUSTAINABILITY OF NATURAL RESOURCES.

BOARDWALK
BENCHES
EDUCATIONAL AND INFORMATION KIOSK
BIO-RETENTION FACILITY WITH NATURAL HABITAT
KINETIC ART

- A. ART FEATURE
- B. STORMWATER BASIN
- C. RETAINING WALL
- D. SLOPE VEGETATION
- E. INFORMATION KIOSK
- F. BENCH
- G. BOARDWALK
- H. LIGHT WELL



SECTION



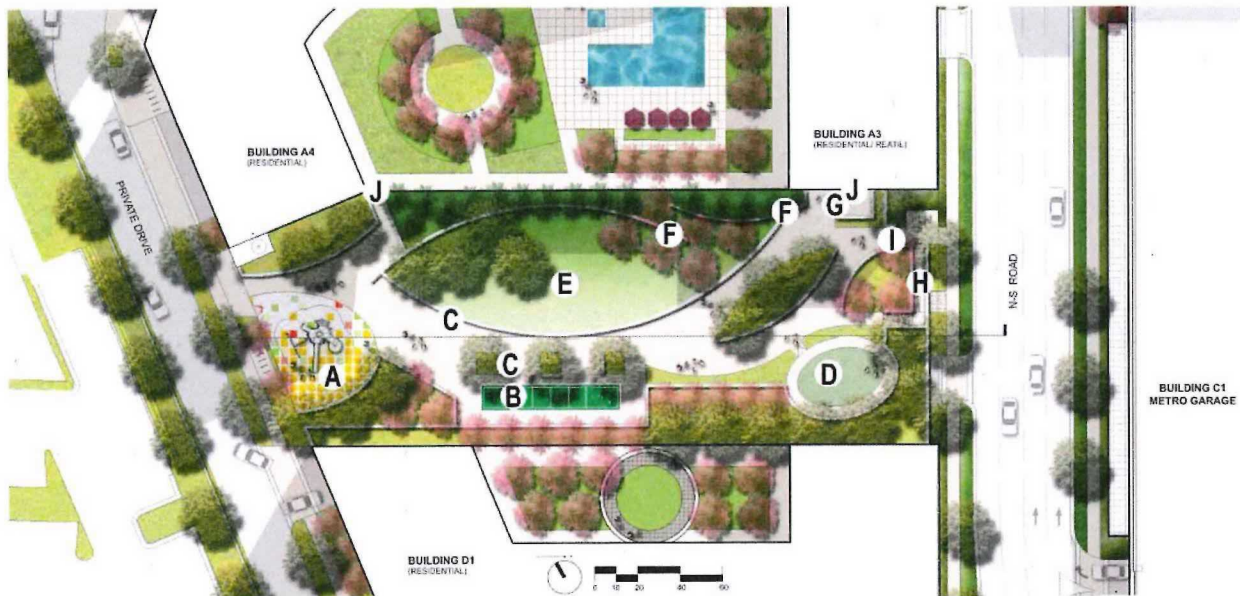
URBAN PARK SPECIFIC GUIDELINES

At approximately one acre in size, the Urban Park is a large open space area within Innovation Center connecting the new North/South Street and the Private Road to the west. The Park is flanked on the north by Buildings A3 and A4 and on the south by the Building D1. In both directions the majority of the park frontage is the private courtyards associated with each development. In the case of Buildings A3 and A4, the private courtyard is elevated approximately 30 feet above the general grade of the Urban Park while elevation of D1 is approximately 20 feet below the Urban Park. Additionally, the Urban Park itself rises approximately 6 feet from east to west.

These topographic challenges also create exciting design opportunities. For example, the retaining/garage wall for A3 and A4 will become a focal feature for the Park - as could the similar wall which will occur between the Park and Building D1. The elevation changes within the Park should be used to emphasize to the progression of space and enhance the pedestrian experience.

Specific guidelines for the Urban Park are as follows:

- ❖ To the extent possible, because of the grade changes, create visual connections between the private courtyards and the Urban Park and provide restricted access physical connections from the garage. These courtyards are not part of the public park.
- ❖ Use special treatments which could include materials, plantings and art on the wall supporting the plaza for Buildings A3 and A4 to create visual interest and to help frame the Park.
- ❖ Create a series of outdoor rooms within the Urban Park that can accommodate a variety of activities including events, structured and unstructured play/games, casual interaction and more quiet activities such as reading. This could include formal play areas such as bocce ball or volley ball courts, un-programmed lawn areas, an amphitheater or other venue designed for public events and a playground.
- ❖ Ensure that the safety railing or wall adjacent to Building D1's courtyard is attractive and that it contributes to the overall aesthetics of the Urban Park as well as providing visual access.
- ❖ Use a variety of materials including lawn panels, different paving materials and lighting patterns to help create the outdoor rooms mentioned above.
- ❖ Incorporate public art as defined later in these guidelines, into the fabric of the Urban Park.
- ❖ Provide seating walls and other seating options throughout the park.



URBAN PARK

SMALL SCALE OPEN SPACE DESIGNED FOR CASUAL USE BY PEOPLE WORKING AND LIVING IN THE IMMEDIATE AREA. MULTI-PURPOSE LAWN AREA.

AMPHITHEATER
PLAYGROUND
SEATING WITH ENGRAVED GAME BOARDS
PICNIC AND GATHERING AREA

- A. PLAYGROUND
- B. BOCCIE BALL COURT
- C. SEATWALL / GAME BOARD
- D. DOG PARK (ARTIFICIAL TURF)
- E. MOUNDED LAWN AREA/ MULTIFUNCTION SPACE
- F. DECORATIVE SCREEN WALL
- G. PUBLIC PATIO SPACE
- H. HANDICAP RAMP
- I. STAIR
- J. PARK ENTRANCE
- K. ELEVATOR



URBAN PARK

CROSSWALKS



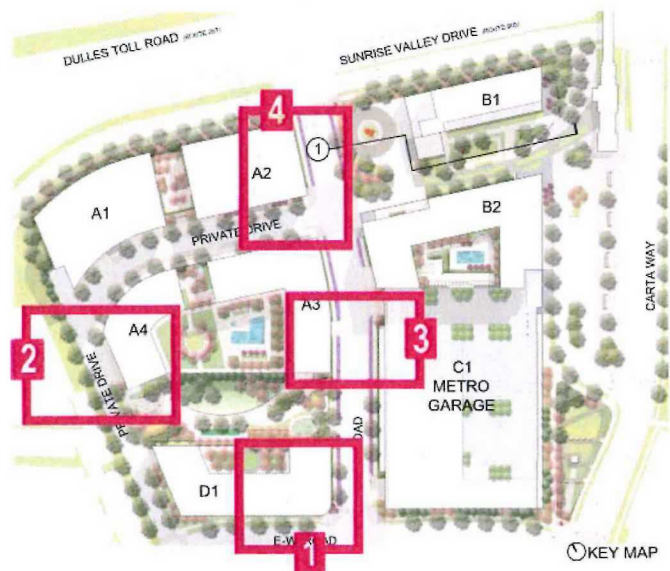
STREETSCAPE / PEDESTRIAN WALKWAY DESIGN

The streetscape is one of the most important public spaces in Innovation Center South. As such the success of its design is of critical importance to the overall success of the project aesthetically and commercially. Consisting of the street, the sidewalk, the street furniture and the facades that front on to it, the streetscape is the interrelationship between all of these elements. Well-designed streetscapes establish an important visual link throughout an area and should also contribute to and help establish a place's overall identity. The following recommendations are intended to provide guidance in the development of the components of the streetscape.

- ❖ Sidewalks may be concrete, brick or other acceptable material but can incorporate decorative elements such as paver banding, color, interesting patterning in the concrete or other elements in order to help define and enhance the identity of the various areas within Innovation Center and to assist in wayfinding.
- ❖ Except in those cases such as building entrances, focal points and other special places, the design, materials and street furniture should be consistent throughout Innovation Center South.
- ❖ Street trees should be planted in grates and generally placed 30 to 40 feet on center. Variations in the street tree pattern to acknowledge building or store entrances and other significant features shall be allowed as well as to introduce variations in the rhythm of the streetscape.
- ❖ Subject to an approved Comprehensive Sign Plan and/or the provisions of the Zoning Ordinance, decorative banners are encouraged.
- ❖ Street furniture, including but not limited to bollards, benches, trash receptacles, and bike racks shall be selected from commercially available models which combine user comfort, low maintenance

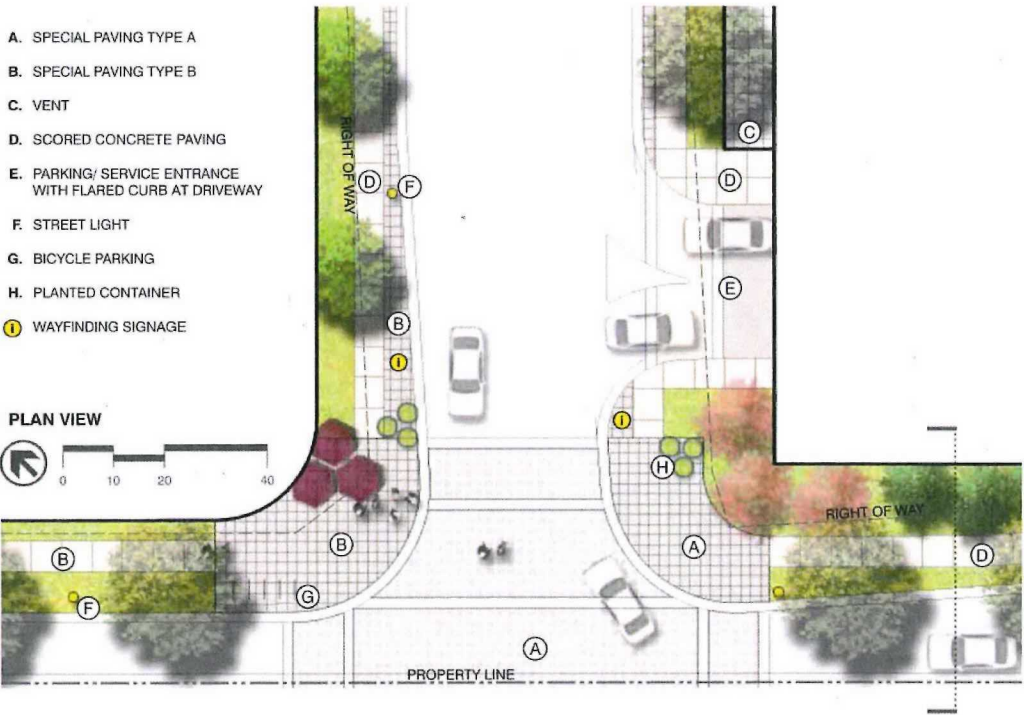
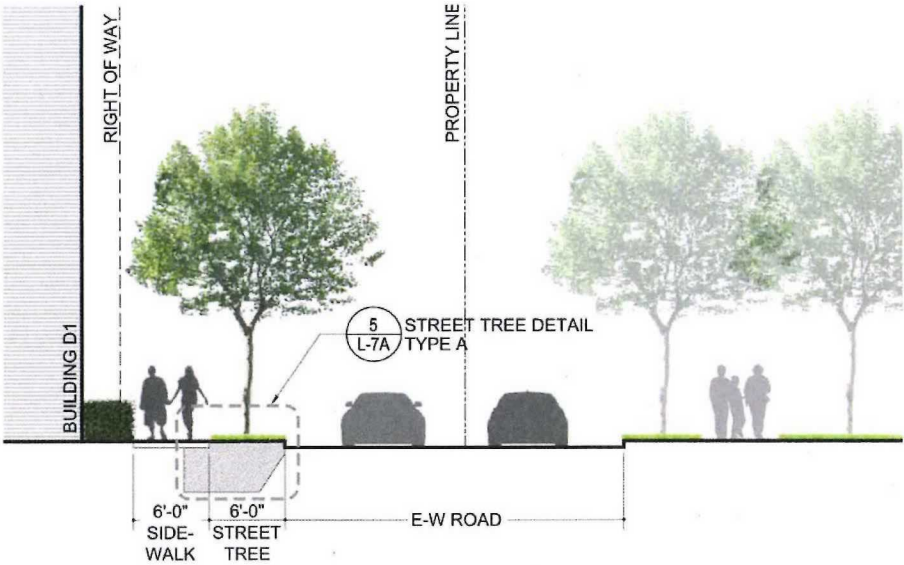
and high vandal resistance. Street furnishings shall be placed so as to not impede pedestrian traffic. Street furnishings shall be of high quality, and consistent with the style and color of the selected streetscape light fixtures as well as with the overall architectural vocabulary of Innovation Center. The design and placement of street furniture should compliment and enhance the architecture of the built environment as well as contributing to the pedestrian experience. In general, street furniture should be consistent throughout Innovation Center South except for those focal points such as the Metro Plaza which warrant unique design.

- ❖ At street intersections and other locations where there may be pedestrians crossing roadways, crosswalks that are visually and, where appropriate, texturally distinct treatments are desirable. Several approaches are used including StreetPrint or similar materials embedded in the roadway, pavers or painted stripes. Where appropriate, traffic signals that address pedestrian movements are recommended and should be properly timed to support pedestrian crossings.
- ❖ As shown on the following drawings, sidewalks will generally consist of a 4 foot wide building influence area, six foot walking area and a six foot landscaped area except as otherwise specified in the CDP/FDP. However, the specific dimensions may be modified to best accommodate and support the adjacent buildings and uses. Such modifications may include but are not limited to clustering some or all of the landscaped zone to provide additional hard surface area for outdoor cafes, narrowing or widening the overall dimension of the sidewalks to accommodate specific functional or aesthetic conditions, or to enhance the growth environment for plantings or to create shaded seating areas etc. In no case should such modifications create unsafe conditions for the pedestrian.



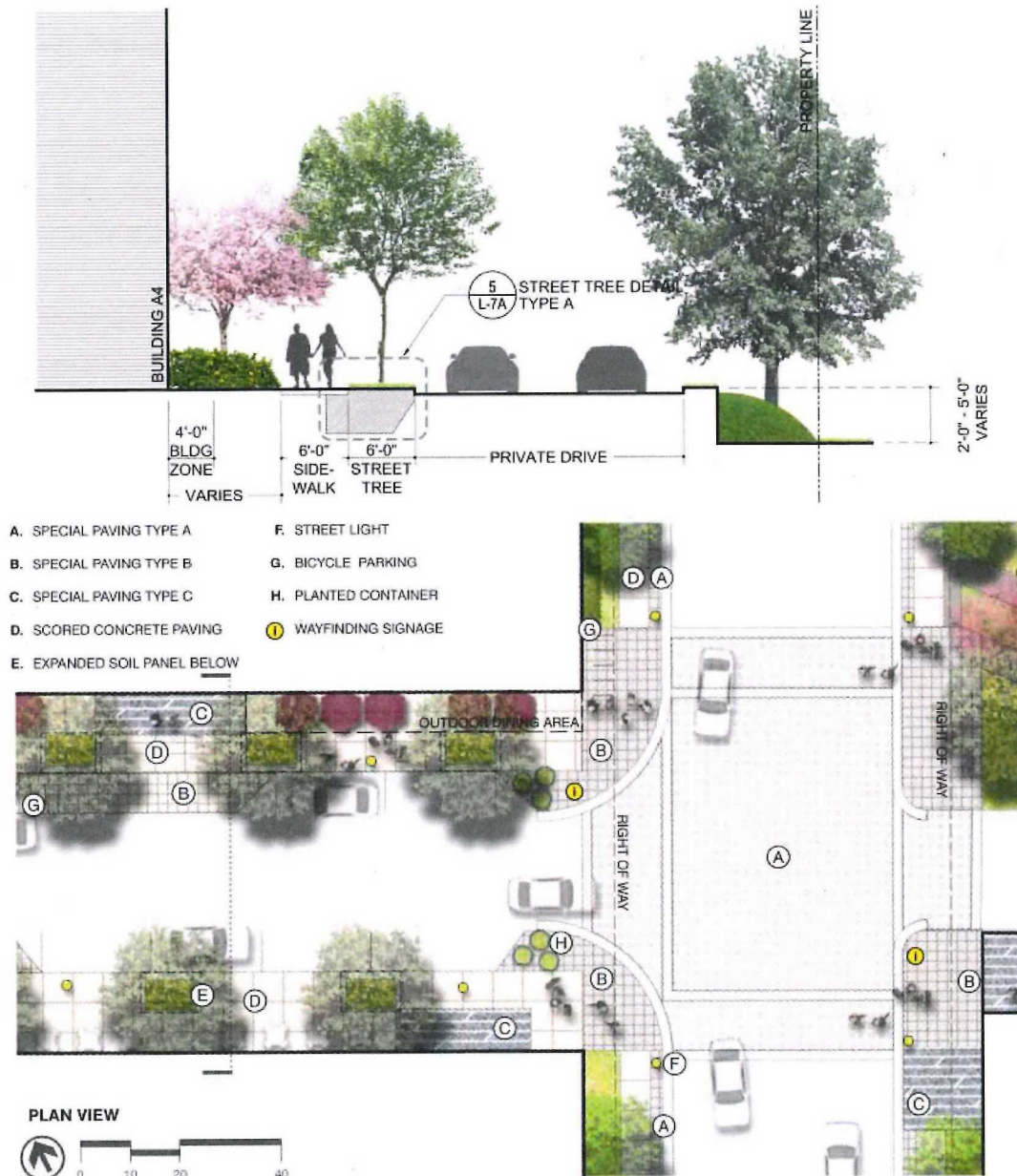
KEY FOR TYPICAL STREETSCAPE SECTIONS

EAST/WEST ROAD

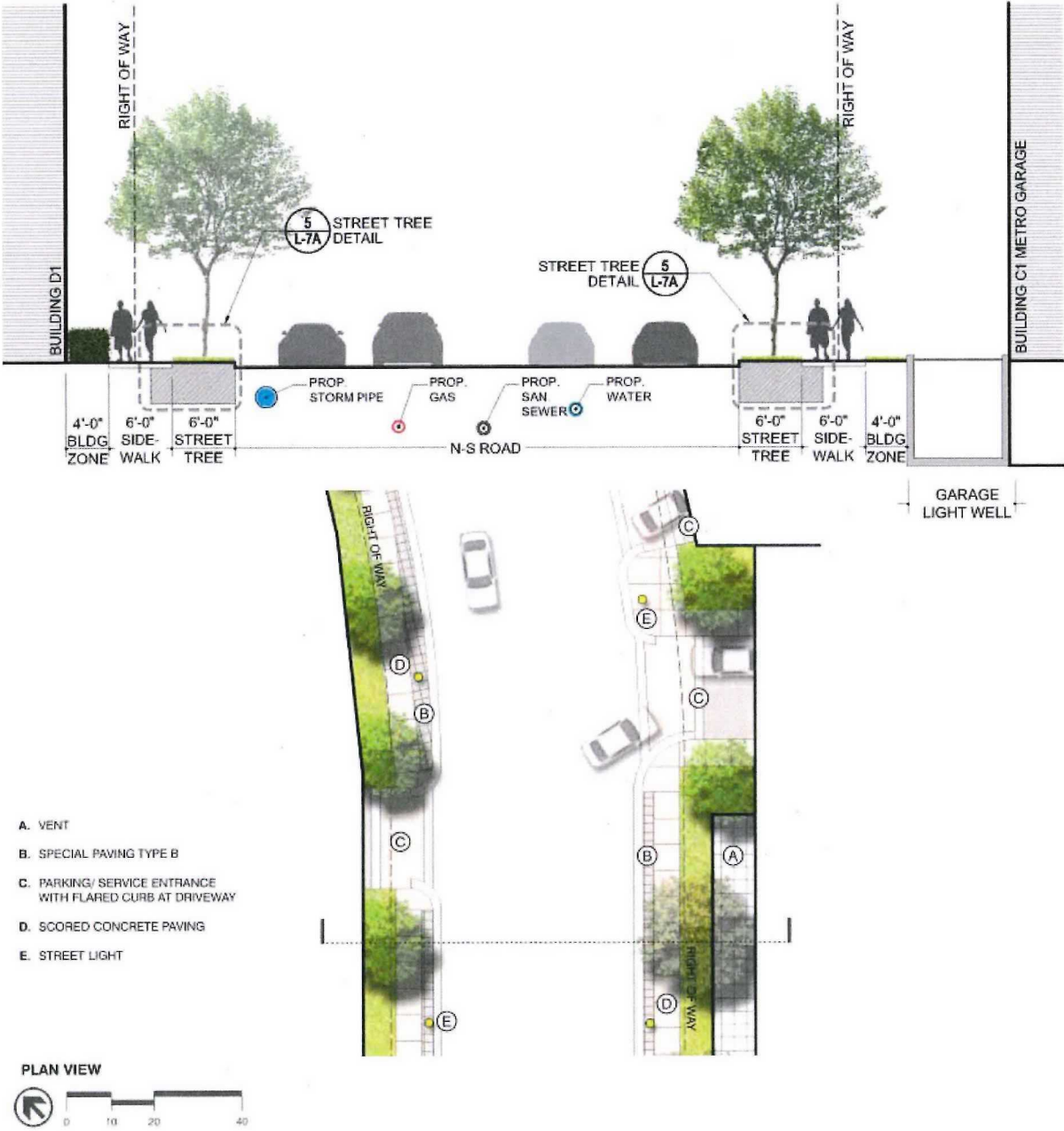


TYPICAL STREETSCAPE SECTIONS

PRIVATE DRIVE

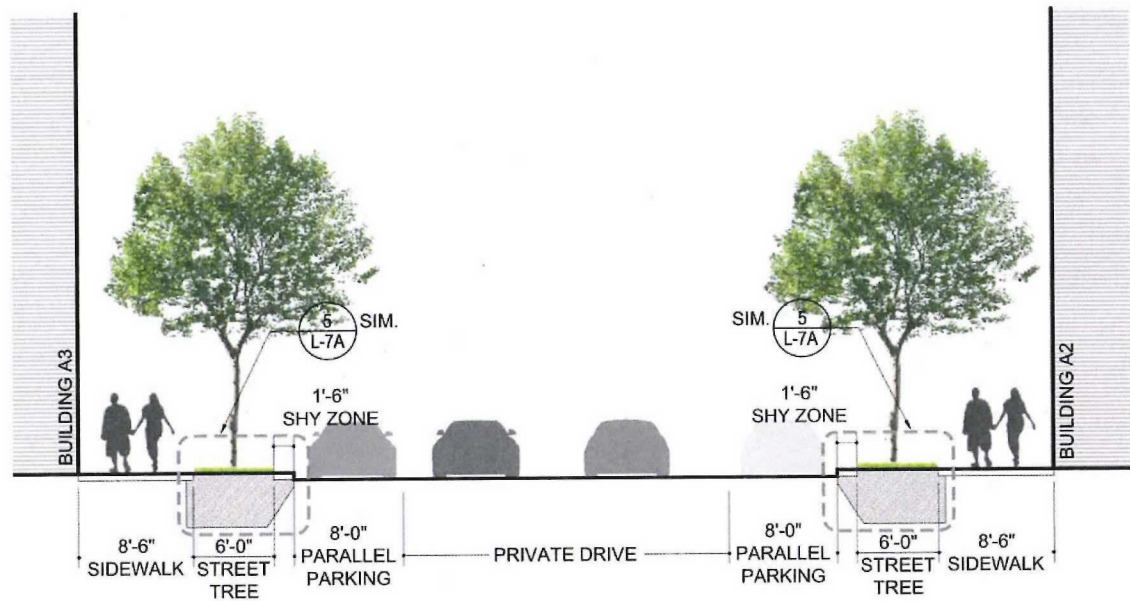


NORTH/SOUTH ROAD

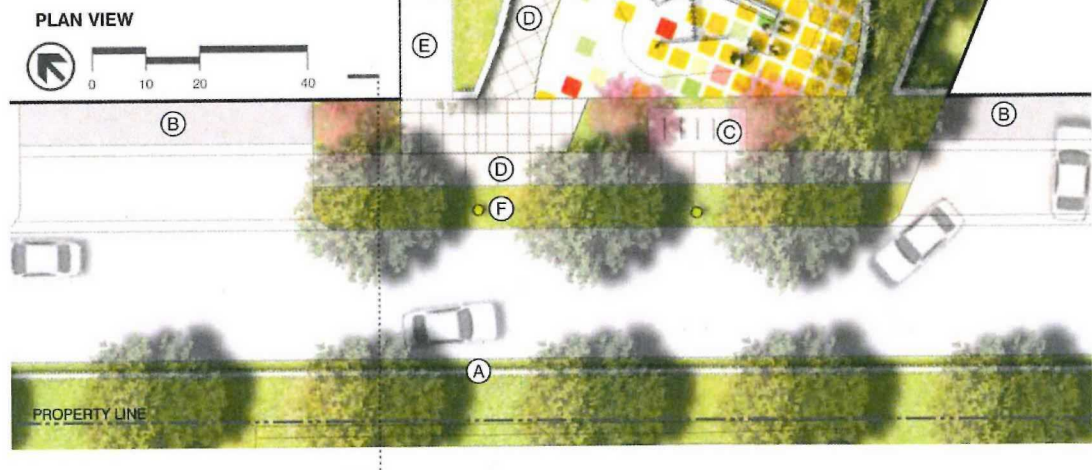


TYPICAL STREETScape SECTIONS

PRIVATE ROAD



- A. RETINING WALL
- B. PARKING/ SERVICE ENTRANCE WITH FLARED CURB AT DRIVEWAY
- C. BICYCLE PARKING
- D. SCORED CONCRETE PAVING
- E. ELEVATOR TOWER
- F. STREET LIGHT



PLANT MATERIALS

Proposed plant materials shall comply with the sizing and grading standards of the latest edition of American Standard for Nursery Stock. These standards include the following:

- ❖ Specific species of plants to be used in Innovation Center South will be in conformance with Fairfax County Public Facilities Manual.
- ❖ To ensure consistency in street tree plantings throughout Innovation Center South, a master plant list shall be established with the first Site Plan. Future site plans shall select from the same list and install plant materials of equal or greater quality.
- ❖ All landscaping planting shall be installed in accordance with the approved plan and within 6 months of substantial completion of each building on the site. At the time of installation, minimum tree sizes shall be as follows:

- Deciduous canopy or shade trees: 3 to 3 1/2 inches in caliper.
- Deciduous ornamental trees: 2 to 2 1/2 inches in caliper.
- Evergreen trees: 7 to 9 feet in height.
- Evergreen shrubs: 18 to 24 inches spread.
- Deciduous shrubs: 3 to 4 feet in height.

- ❖ Tree pits for street tree plantings shall be a minimum of 4'x6' with a continuous amended soil panel filled with structural soil per UFMD approval.

- ❖ Important locations such as corners, intersections or screening for parking structures, may require larger trees to be installed.

- ❖ Trees and shrubs used for screening purposes shall be predominantly evergreen.

- ❖ Native landscape plantings should be selected and specified where practical.

- ❖ Irrigation shall be provided where necessary as determined by a licensed landscape architect.



HONEY LOCUST



LEYLAND CYPRESS



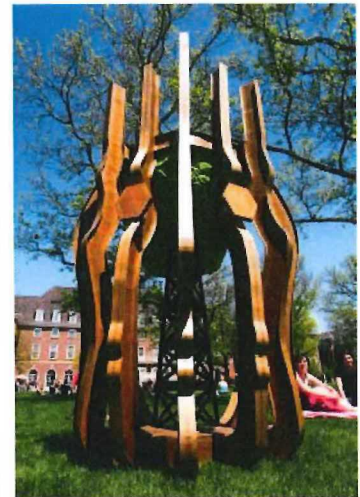
RED MAPLE



ORNAMENTAL DOGWOOD

PROPOSED MAJOR SPECIES

PUBLIC ART



PUBLIC ART

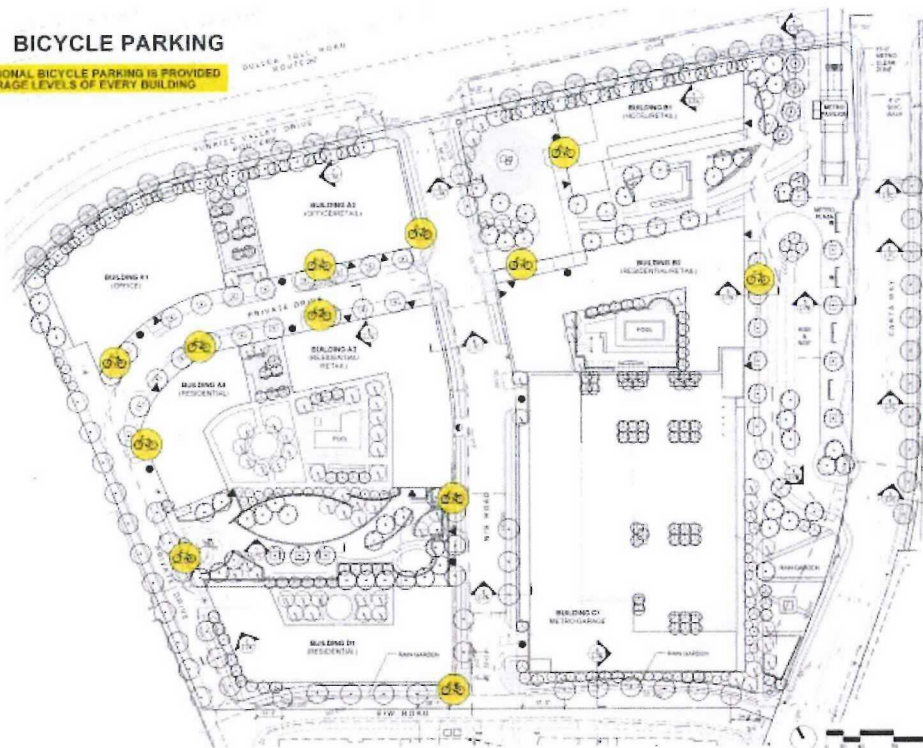
Both temporary and permanent artwork should be integrated into the design of buildings, public spaces, landscapes and community infrastructure. Such art may be either passive, interactive or kinetic. The selection and placement of works of art provides an opportunity to interact with the community and contribute to the sense of place within Innovation Center South. Artist-led projects that engage the community and consultation with local arts advocacy organizations should be included in the overall public art program for Innovation Center South.

Efforts shall be made to ensure that varieties of public art are introduced throughout Innovation center South.

BICYCLE ACCESS / PARKING



BICYCLE PARKING
 ADDITIONAL BICYCLE PARKING IS PROVIDED
 IN GARAGE LEVELS OF EVERY BUILDING



BICYCLE PARKING

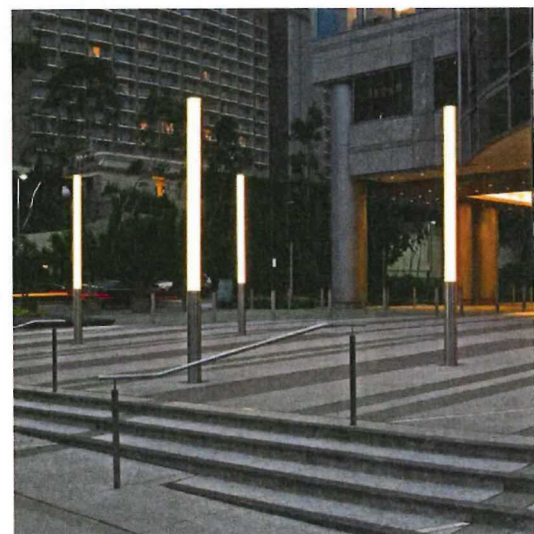
Bicycling is becoming the transportation alternative of choice for many commuters throughout the Washington region. Increasingly, workers and others are choosing to make the trip from home to work, Metro or other mass transit on two wheels. Because of Innovation Center South's role as a gateway to the Metro system, as well as being a vibrant mixed use community, particular attention is then due to the provision and placement of bicycle parking and access in Innovation Center South.

As mentioned in the Metro Plaza specific section of this document, a location for a central bicycle facility that can accommodate not only bicycle parking but also, potentially, sales and service will be selected as the design of the Innovation Center South evolves. Bicycle parking will also be placed within the private garages and the Metro garage in designated bicycle storage rooms so that bicycles may be secured indoors prior to entering the Metro Plaza or Metro system. Additionally, bicycle racks will be placed at strategic locations throughout Innovation Center South. Including beneath the pedestrian bridge and within the Metro Garage. The number of spaces shall be determined at the time of site plan approval.

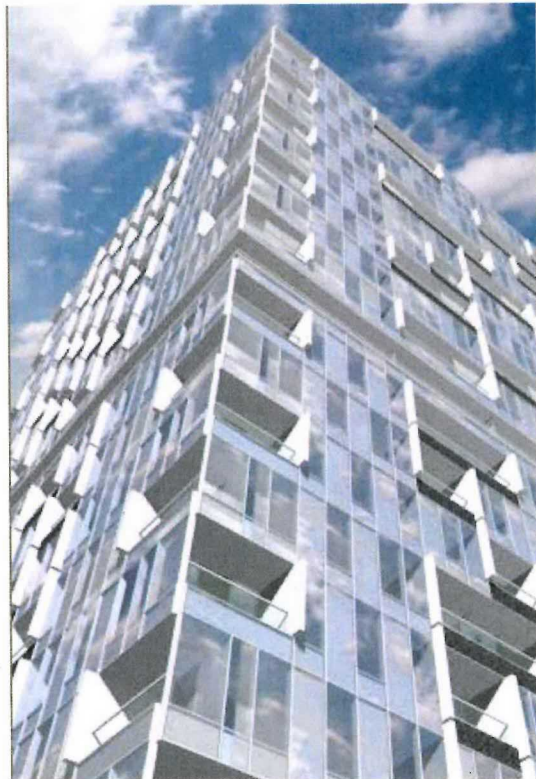
LIGHTING

Lighting should accomplish a number of objectives in the built environment; creating a sense of security which encourages evening activity, highlighting architectural or urban design features, assisting in wayfinding and, when used creatively, creating color and drama. The following guidelines are intended to provide direction of the installation and use of lighting and lighting fixtures in Innovation Center South.

- ❖ Lighting shall meet the performance standards set forth in the Fairfax County Zoning Ordinance.
- ❖ An attractive lighting fixture and standard that can provide both pedestrian and vehicular lighting should be selected and used throughout the project.
- ❖ This lighting standard and fixture should reflect the architectural theme of the project and coordinate with the street furniture.
- ❖ Light pattern shields shall be used to diminish inadvertent up lighting.
- ❖ For any building or project, exterior lighting should be compatible with and appropriate for the building architecture, materials, and colors.
- ❖ Lighting should be designed and located to accommodate public safety without creating glare or high intensity.
- ❖ The use of wall sconces, lanterns or other lighting to delineate building entrances is encouraged.



LIGHTING FIXTURES



CHARACTER OF BUILDINGS

The architecture of Innovation Center South and the visual synergy between the individual buildings and the streets and other public spaces will be a critical element in achieving a sense of place. It is important that the buildings be generally constructed close to the street's build-to line and establish a continuity between the structures in the community while, at the same time, allowing for architectural innovation and creativity. The following guidelines are meant to define those elements of the buildings which are most important to the public realm while providing sufficient flexibility to create a dynamic urban environment that balances consistent urban design with architectural diversity. In no manner are these guidelines to be construed as dictating a particular architectural style or approach.

The architecture at Innovation Center South should distinguish itself from other projects in Fairfax County in order to create a unique, urban-scale, mixed used development. Architectural forms and features should be bold enough and clear enough to make each building easily comprehensible and allow pedestrians to perceive a sense of scale.

- ❖ The design vocabulary used for the individual buildings should reflect the principal use of the structure whether it is residential, office, retail, hotel or public use.
- ❖ In the case of buildings with retail uses on the ground floor, the mercantile character of the use should be clearly evident through the use of signage, awnings, display windows or other mechanisms. Entries into retail spaces should be from the street wherever possible and buildings should be predominantly oriented to pedestrian spaces.

- ❖ Buildings placed on parking podiums with minimal ground floor uses such as lobbies should present an interesting façade to the street and should reflect a pedestrian scale as well as screen parking and equipment from pedestrians. Methods for achieving this include the use of false display windows, public art and articulation of the façade through changes in materials or architectural detailing.
- ❖ The overall color of the buildings should be light in character although darker materials or colors may be used for accents and to call attention to specific architectural features.
- ❖ Long expanses of wall unrelieved by fenestration or architectural articulation are to be avoided including exposed parking structures. The garage treatments will screen parking from pedestrian view
- ❖ Building entries should be clearly delineated and readily visible.
- ❖ It is the intent of the planning at Innovation Center South to provide a pedestrian friendly environment. To that end the use of a combination of arcades, awnings and canopies, where appropriate, to provide a convenient and protected pedestrian passage along the retail frontages is encouraged.
- ❖ Mechanical equipment, whether located on the top of buildings in the case of commercial and some residential structures or ground mounted should be screened from view in an attractive yet unobtrusive manner. This can include the use of screening walls, penthouse enclosures that serve as architectural features, and landscaping.
- ❖ Articulation of building tops is encouraged in order to create a more interesting skyline for the overall development and add interest to individual buildings.



ABOVE GRADE PARKING LEVEL TREATMENT

This may be accomplished in a number of different ways including manipulation of the parapet, introduction of tower elements at entrances and/or strategic corners, (occupying no more than 50% of the roof area) and use of setbacks in the upper building floors provided that such features occupy no more than 50% of the roof area.

- ❖ Placement of buildings shall be as generally shown on the CDP/FDP and shall follow the build-to lines implied there and on the street sections.

SPECIFIC BUILDING TYPOLOGIES

Innovation Center South will have a variety of building types. The following examples demonstrate the currently envisioned typologies. The examples shown of each building type are meant to describe a visual reference point and are not intended to describe a definitive architectural design. However, buildings of different typologies should relate well to their neighbors as well as to the visual context of Innovation Center South while still clearly communicating the predominant purpose of the building.

Type 1 – Low Rise Residential (Six Floors or Less)

There is one low rise residential building (Building D1) planned for Innovation Center South. The public facades will be carefully articulated to provide pedestrian scaled architecture. The overall character of the architecture will clearly convey the appearance of residential use.

Although no retail development is anticipated for this building, architectural detailing and apartment entries will provide visual interest for pedestrians. Seating may be provided if appropriate.

Should retail be introduced at this location, it's placement and design should conform to the recommendations for that use stated elsewhere in these guidelines.



RESIDENTIAL BUILDINGS

RESIDENTIAL RAISED COURTYARD

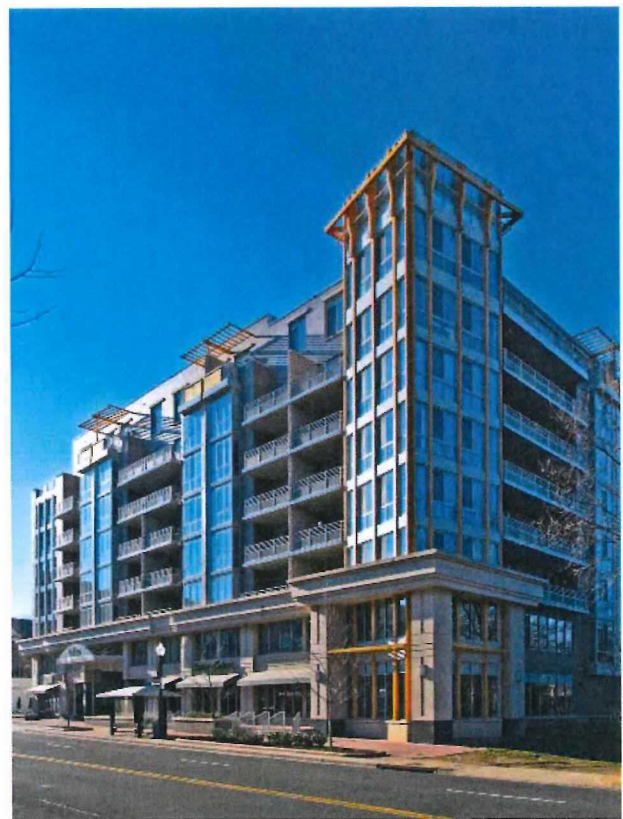


PROPOSED EXTERIOR FINISHES AND DETAILING

This can be achieved through the use of different fenestration and individual apartment entrances. Parking is placed in a free standing garage under the urban park and is screened from view by the mass of the building. Any portion of the garage that is exposed to view will be designed as per the Guidelines for garages in this building typology section. Special attention needs to be given to the design of this building in terms of materials and/or detailing since it serves as the transition between Innovation Center South and the generally low rise development to the South and East.

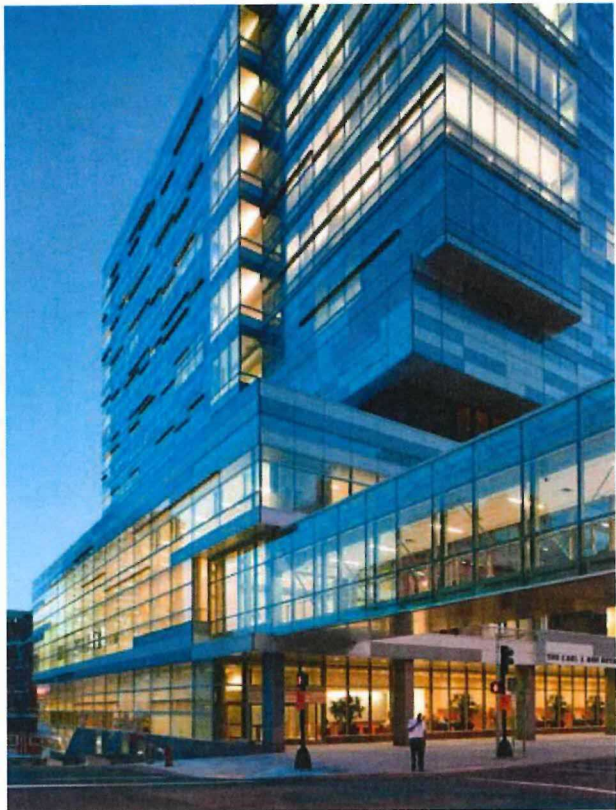
Type 2 – Mid to High Rise Residential (Seven Floors or More)

Mid to High rise residential buildings (B2, A3, A4), generally described as being greater than six floors in height and which may be as tall as 16 stories, should retain a clear residential identity above the podium that contains retail and the parking garage. This can be accomplished through the use of vertical window openings, balconies, bay windows, façade detailing and other devices. Building entrances should be clearly delineated. Benches may be included as part of the streetscape at building entrances.



RESIDENTIAL BUILDINGS

HIGH RISE RESIDENTIAL



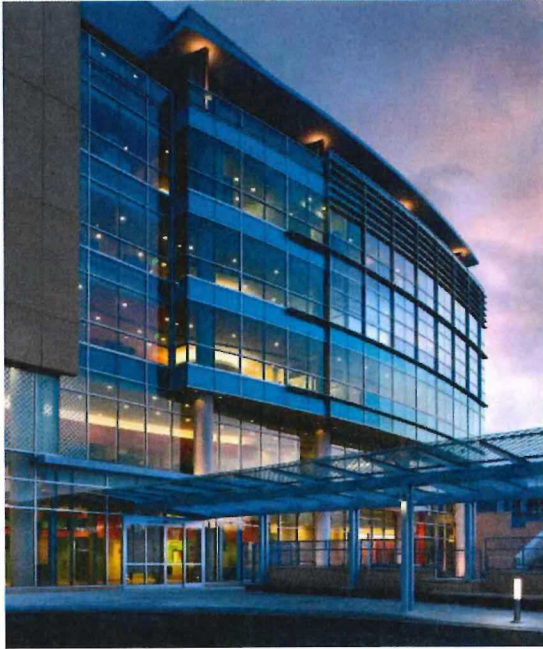
COMMERCIAL OFFICE / RETAIL BASE

Since these buildings are generally located in the areas of the project that should have a fairly high level of pedestrian activity, the first floor of these buildings, even if residential or parking, should maintain the essential character and articulation of retail development. This can be achieved through the detailing of the façade materials, public art, shadow box display windows and other methods. In those cases where these buildings have parking located above grade, the skin of this portion of the structure should be integrated into the overall building design as per the Guidelines for garages in this building typology section. Lobbies and first floor amenity areas should be readily visible and attractive from the street where possible.

Type 3 – Commercial Office

Office buildings will be the dominant building type along the Dulles Toll Road. It is important that these buildings exhibit a high quality of design. Inclusion of special features such as articulated building tops should be included in any design. Also, because retail will generally be located in the base of the buildings it is also necessary that ground floor facades exhibit a strong retail identity through the devices identified above.

Parking for the office buildings may occur both above and below grade. The above grade office parking areas will be skinned with similar façade materials to the rest of the building.



COMMERCIAL OFFICE

Type 4 – Hotel



The hotel building should possess its own unique architectural identity which will be informed to some degree by the hotel brand or flag. Notwithstanding, the hotel design should be harmonious with the overall design of Innovation Center South. Vehicle drop-off by patrons and valet parking services may be provided on the Metro Plaza at the location shown in the CDP/ FDP. Special care should be taken to insure that this area does not become an informal kiss and ride location for Metro patrons. Methods to achieve this include care in the design and placement of landscaping or bollards, operational controls, grade separation if possible and other methods. Special attention should be paid to the south facing façade adjacent to the Metro Plaza. Given the state of the hotel market at the time these guidelines are being developed, it is not possible to predict when or what type of hotel will be developed. Because of this and the location relative to Metro Plaza, an interim improvements phase for the site prior to construction is included in these guidelines. Consideration may also be given to placing another use at this location although this would require that the FDI be amended.

TYPE 5 - Garages

How automobile parking is addressed within an urban context is a critical element of the overall design. In those cases where parking acts as an above grade podium for another use thermal and noise mitigation will be provided. The façade of the parking level(s) should be integral to the overall building design. Methods for accomplishing this include the use of the same materials as used on the rest of the façade and incorporating spandrel glass to simulate glazing, installing decorative screens or public art. No more than 50% of the area of the façade abutting an adjacent street should be open and/or unscreened. Lighting within the garage should be controlled so as to not produce undue glare either on the sidewalk or adjacent buildings. In those cases where mechanical ventilation is required, intakes

and exhaust should be integrated either into facade or landscaping and be designed to produce a minimum amount of noise.

Because of its size and location, the design of the Metro garage is especially important. At the same time the need to provide commuter parking at rates comparable to other garages in the Metro system is also essential to the building's program.

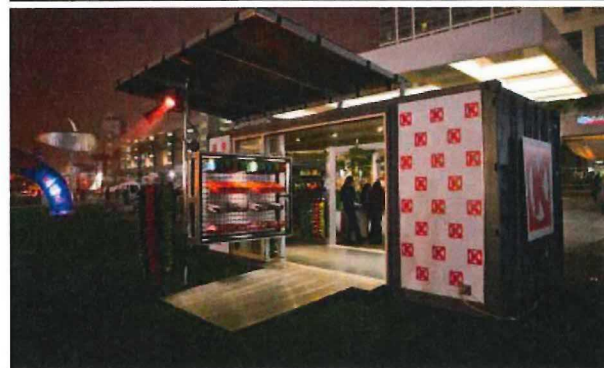
Both objectives can be accomplished by integrating cost effective but attractive detailing into the façade design, use of planting and landscaping adjacent to or incorporated into the structure, and using stair and elevator towers to add visual interest special emphasis should be placed on the design of the first level of the garage since that is the place with the most impact on pedestrian perceptions of the building. Signage for the garage should be coordinated with that of the rest of Innovation Center South.

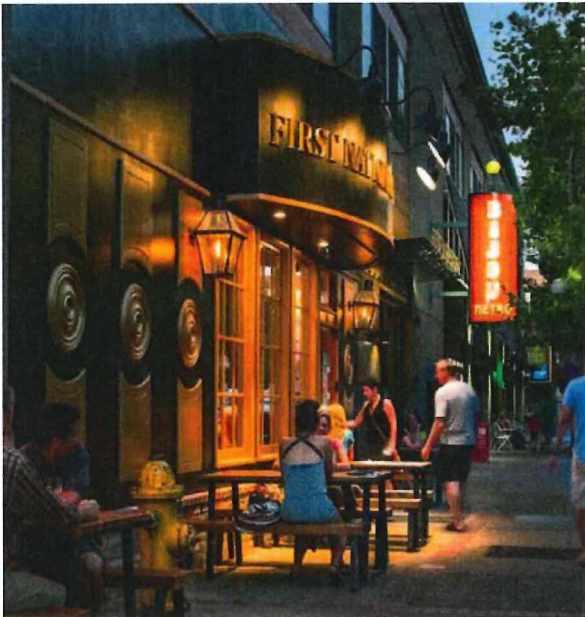
TEMPORARY RETAIL

Temporary retail such as vending carts, pop-up retail and food trucks can be an attribute to the urban environment. They provide additional vitality to the street and offer alternative places to dine and shop as well as allowing persons with small amounts of capital to enter into the business world. However, such facilities can also be detrimental if poorly designed, located or maintained. The following are specific guidelines for temporary retail:

- ❖ Vending carts (such as food or beverage carts) or kiosks shall be constructed of quality materials and finishes, with signage and graphics professionally executed. Overall dimensions generally should not exceed six feet by ten feet, with a maximum height of nine feet including any awning.
- ❖ Food or vending trucks should be well maintained with signage and graphics professionally executed. The use of generators is not encouraged.

TEMPORARY POP-UP RETAIL





AWNINGS AND CANOPIES

- ❖ Appropriate areas within the Metro Plaza and on the street should be designated as temporary retail locations as the design of Innovation Center South evolves. In general these locations should not interfere with either pedestrian or vehicular traffic, should not create sightline issues at either intersections or parking or loading entrances and should not negatively impact the operations of permanent retail or restaurant spaces. In no case should such facilities block or otherwise interfere with access to Metro or create problems with respect to noise, illumination, sanitation or visual clutter.
- ❖ The use of converted shipping containers and similar structures may be considered provided that they are well designed and maintained and are consistent with the overall image of Innovation Center South.
- ❖ Supportive infrastructure such as seating, temporary restrooms and additional trash receptacles should be integrated into the design of areas identified for temporary retail.
- ❖ Consideration should be given in the design of Metro Plaza to incorporating electrical infrastructure for temporary retail. Public toilets will be located in the Metro Station.

AWNINGS AND CANOPIES

Awnings and canopies can be an important element in creating retail identity or in designating building entrances or other features. Awnings should complement the architecture not compete with it. In general, they should accent windows and doorways. Internal illumination may be allowed. Building canopies should be permanent structures that highlight building entries. Residential or hotel canopies may extend to the back of curb. Attachment or incorporation of the building name and/or address on canopies is encouraged. Awning designs should be selected from a palette/menu established at the time of first site plan to ensure consistency.

Other use of canopies as signs will be governed by the provisions of the Zoning Ordinance or an accepted Comprehensive Sign Plan. Specific guidelines are as follows:

- ❖ Fabric awnings or canopies generally should be simple in design with subdued patterns with a minimum image, sign text and background colors.
- ❖ Awning or canopy edges must be generally straight or geometric. Scalloped or crenulated edges should be avoided.
- ❖ Fabric awnings or canopies must be constructed of quality materials and be securely attached to their frames.
- ❖ Colors should be compatible with building architecture and other awnings on the building or within Innovation Center South.

BANNERS

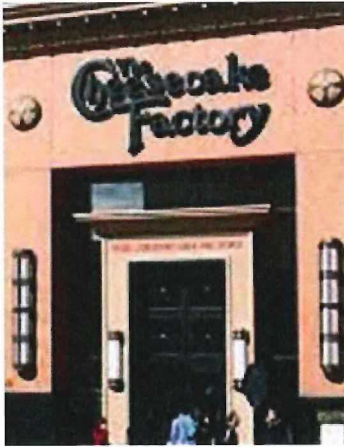
Banners, as further defined in the Comprehensive Sign plan, are encouraged in Innovation Center South because they add color and visual interest to the built environment

There are two types of banners. The first is decorative or seasonal banners, generally vertical in design. This type is a proven method of introducing both color and continuity into urban spaces and is normally mounted on light standards but may be in stand-alone arrays as defined in the Comprehensive Sign Plan.

The second type is announcement or event banners which may be designed to be placed on the same brackets as decorative banners or, more commonly, are horizontal in nature and stretch from one side of the street to the other. A distinction should be made between this type of banner which installed to promote public events or for other civic purposes and leasing or other commercial signage.



BANNERS



When approved decorative or seasonal banners are used at Innovation Center South they should be part of a system, with the content being changed seasonally.

Announcement banners, if approved, should be put in place no sooner than two weeks before the event and removed within a reasonable time thereafter. Approved banners must be professionally fabricated of durable, weather-resistant material.

Placement and size of banners and the amount of allowed signage or message area is subject to the provisions of the Zoning Ordinance or an accepted Comprehensive Sign Plan.

SIGNAGE

A Comprehensive Sign Plan shall be developed for Innovation Center South as outlined in the proffers. However, the quality, quantity and overall appearance of signs are such critical components of urban spaces it is appropriate to include standards that relate to the rest of these Design Guidelines and that will be used in the development of the Comprehensive Sign Plan.

When well designed, signs, including animated signs and movie screens promote commercial activity, introduce color and interest to the streetscape and provide necessary information. When poorly designed the effect is exactly the opposite. The following guidelines are intended to provide direction in the design, size and placement of signage throughout the Innovation Center South and direction for the development of the future comprehensive signage program:

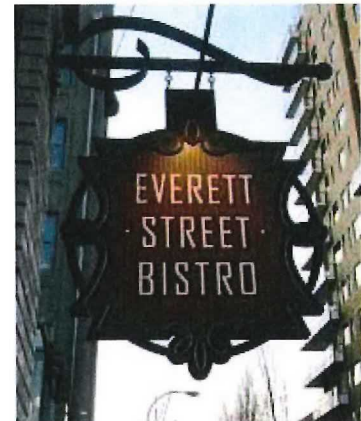
- ❖ Signs for retail businesses shall be distinctive from their neighbors in terms of color, graphic design and other elements. Cohesiveness should be derived from generally common placement and size.
- ❖ The allowed signage area should be determined by the use, character and width of the adjacent roads.

- ❖ Store fronts and buildings along pedestrian streets can communicate more information and generally be smaller than for major streets where signage should be larger but very simple in order to communicate effectively.
- ❖ Retail sign packages should consist of three levels of signs; one that communicates with motorists and the person across the street; a smaller sign aimed at the person down the block and, finally; a combination of signs and high quality storefront design that reaches out to the person immediately in front of the shop. Projecting retail signs are encouraged as are restaurant menu boards mounted flush to the building and close to the shop entrance.
- ❖ Marquee signs are encouraged for businesses where such signs are traditional such as movie houses or performance venues.
- ❖ Illuminated signs should not disturb nearby uses, particularly residential uses, and should not create glare or excessive brightness.
- ❖ Animated signs may be considered in Comprehensive Sign Plan

MECHANICAL, ELECTRICAL AND SIMILAR BUILDING EQUIPMENT

Mechanical, Electrical and similar infrastructure is integral to building functionality. However, the visual and auditory impact of such installations can and should be minimized as per the following guidelines.

- ❖ Electrical and mechanical equipment as well as propane tanks, generators, etc., shall be screened from public view by means of integration within the architectural elements of the building or by the use of berms, walls,



plant material or other appropriate means.

- ❖ Noise-producing mechanical equipment shall be located and screened so as to eliminate or reduce visual and auditory impact upon adjacent uses.
- ❖ Roof-top mechanical equipment shall be screened by an appropriate barrier or enclosure as per the standards included in the proffers but should generally not exceed 50% of the overall roof area.
- ❖ Vents or other mechanical façade penetrations on buildings should be an integral part of the architecture.
- ❖ Flues, vents, and pipes on the roof shall be painted a flat black or a color that matches their background or roof material color in order to reduce their visibility.
- ❖ Signal control boxes and similar devices shall not be located as to be a hindrance to pedestrians.
- ❖ Telecom equipment such as antennas, satellite dishes and cell phone equipment should be disguised or integrated into the architecture to the extent possible.
- ❖ Mechanical or electrical equipment located within plazas should be minimally visible and should not impede pedestrian movement.

FENCES, WALLS, & SECURITY GATES / BARRIERS

Fences, walls and similar installations are necessary parts of the urban environment and can be either positive or negative depending upon their purpose, location and design.

- ❖ Temporary fencing that is required during construction must be removed once the construction is substantially complete. Such

fencing should be safe and attractive and may include art or other signage as allowed in the Comprehensive Sign Plan or Zoning Ordinances in order to enhance the pedestrian experience.

- ❖ Permanent perimeter or property line fencing or walls are prohibited, except for security purposes and for retaining walls which provide topographic relief and for control of pedestrian access. Electrical, mechanical or other equipment within the property may be secured by fences, walls, landscaping or other barriers. Such walls or fences shall be consistent with the architecture of adjacent buildings, integrated into the overall design and may be used to channel but not to obstruct pedestrian or vehicular movement, or sight lines.
- ❖ Security gates or barriers are generally prohibited except for situations where security is essential. The design and color of such gates or barriers must be consistent with that of adjacent buildings and the overall urban design.
- ❖ Permanent chain link fences are prohibited.
- ❖ In general, fences, walls and gates should be located so as to be as inconspicuous as possible to public view or should be incorporated into the overall building or landscape design.
- ❖ Fences, walls or gates may require screening by berms and/or landscaping in order to soften their visibility from adjacent streets and should be incorporated into the landscaping as a design element.
- ❖ Fencing or wall materials should be of high quality and should be compatible with adjacent architecture or other improvements in terms of design, color and other elements.
- ❖ All retaining walls should be architecturally treated as indicated on the CDP/FDP.

FLAG POLES & FLAGS

The use of flags either as a method of conveying public spirit, identifying public spaces or buildings or establishing corporate identity is a common practice in cities and towns. However, the overuse or indiscriminate use of flags should not be allowed, except when used to commemorate or acknowledge public events or celebrations. The following guidelines outline appropriate use of flags in Innovation Center South.

- ❖ The height of the flag poles should relate proportionately to each other and to adjacent buildings and public spaces.
- ❖ No more than two flags may be flown on any pole.
- ❖ Only one corporate identity flag may be used on any building or flag array.
- ❖ In the case of flag arrays in public spaces, the location of the poles shall be consistent with the overall design and shall not create an impediment to pedestrian movement.
- ❖ Illumination of flags may be approved if the illumination is discreet and does not result in glare being projected onto adjacent streets or properties.
- ❖ The display of the United States or other governmental flags should follow the commonly accepted protocols.



FLAG POLES AND FLAGS

INTENTIONALLY LEFT BLANK



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